

HDFC Credila Financial Services Limited

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: U67190MH2006PLC159411

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extra- Ordinary General Meeting ('EGM') of the Shareholders of HDFC Credila Financial Services Limited ('Company') will be held on Wednesday, March 20, 2024 at 6:15 p.m. at B - 301, Citi Point, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059.

The following item(s) of business shall be transacted at the EGM:

SPECIAL BUSINESS:

1. APPOINTMENT AND REGULARISATION OF MR. JIMMY LACHMANDAS MAHTANI (DIN: 00996110) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) to be appointed as a non-executive director of the Company ("**Incoming Director**"). The Incoming Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

"RESOLVED THAT pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) ("**HDFC Bank**"), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, "**Investors**"), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) ("**Investment Agreement**") and the shareholders' agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) was appointed as a non-executive, additional director of the Company; and (vi) the articles of association of the Company, Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or

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incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

2. **APPOINTMENT AND REGULARISATION OF MR. ASHISH AGRAWAL (DIN: 00163344) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of Mr. Ashish Agrawal (DIN: 00163344) to be appointed as a non-executive director of the Company (“**Incoming Director**”). The Incoming Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Ashish Agrawal (DIN: 00163344) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Ashish Agrawal (DIN: 00163344) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in

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connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

3. **APPOINTMENT AND REGULARISATION OF MR. RAJNISH KUMAR (DIN: 05328267) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of Mr. Rajnish Kumar (DIN: 05328267) to be appointed as a non-executive director of the Company (“**Incoming Director**”). The Incoming Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Rajnish Kumar (DIN: 05328267) was appointed as a non-executive, additional director of the Company; and (vi) the articles of association of the Company, Mr. Rajnish Kumar (DIN: 05328267) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

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RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

4. **APPOINTMENT AND REGULARISATION OF KOSMAS KALLIAREKOS (DIN: 03642933) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of Mr. Kosmas Kalliarekos (DIN: 03642933) to be appointed as a non-executive director of the Company (“**Incoming Director**”). The Incoming Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Kosmas Kalliarekos (DIN: 03642933) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Kosmas Kalliarekos (DIN: 03642933) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

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RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

5. **APPOINTMENT AND REGULARISATION OF MR. SANJAY KUKREJA (DIN: 00175427) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for appointment of Mr. Sanjay Kukreja (DIN: 00175427) to be appointed as a non-executive director of the Company (“**Incoming Director**”). The Incoming Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Sanjay Kukreja (DIN: 00175427) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Sanjay Kukreja (DIN: 00175427) is hereby appointed as a non-executive Director of the Company and as nominee of Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners with immediate effect, not liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

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RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

6. **APPOINTMENT AND REGULARISATION OF MR. ABHIJIT SEN (DIN: 00002593) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for appointment of Mr. Abhijit Sen (DIN: 00002593) to be appointed as a non-executive independent director of the Company (“**Incoming Independent Director**”). The Incoming Independent Director has signified its consent to act as a non-executive and Independent Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on March 14, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Abhijit Sen (DIN: 00002593), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Abhijit Sen (DIN: 00002593) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

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7. **APPOINTMENT AND REGULARISATION OF MR. BHARAT SHAH (DIN: 00136969) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for appointment of Mr. Bharat Shah (DIN: 00136969) to be appointed as a non-executive independent director of the Company (“**Incoming Independent Director**”). The Incoming Independent Director has signified its consent to act as a non-executive Independent Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on March 14, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Bharat Shah (DIN: 00136969), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Bharat Shah (DIN: 00136969) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

8. **APPOINTMENT AND REGULARISATION OF MR. DAMODARANNAIR SUNDARAM (DIN: 00016304) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for appointment of Mr. Damodarannair Sundaram (DIN: 00016304) to be appointed as a non-executive independent director of the Company (“**Incoming Independent**”).

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Director”). The Incoming Independent Director has signified its consent to act as a non-executive Independent Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on March 14, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Damodarannair Sundaram (DIN: 00016304), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Damodarannair Sundaram (DIN: 00016304) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

9. **APPOINTMENT AND REGULARISATION OF MS. ANURANJITA KUMAR (DIN: 05283847) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for appointment of Ms. Anuranjita Kumar (DIN: 05283847) to be appointed as a non-executive independent director of the Company (“**Incoming Independent Director**”). The Incoming Independent Director has signified its consent to act as a non-executive Director of the Company, such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on March 14, 2024, and subsequently, has been approved by the Board in its meeting held on March 20, 2024.

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“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Ms. Anuranjita Kumar (DIN: 05283847), who has submitted a declaration that she fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Ms. Anuranjita Kumar (DIN: 05283847) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

10. APPROVAL AND ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for approval and adoption of the amended and restated articles of association of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 read with its rules and other applicable provisions, if any (including any statutory modification or amendment thereto or re- enactment thereof for the time being in force) and the resolution passed by the Board at their meeting held on March 20, 2024, the approval of the shareholders of the Company is hereby accorded for the adoption of amended and restated of articles of association of the Company in substitution for and to the exclusion, of the existing set of articles of association of the Company to incorporate the relevant provisions of the shareholders’ agreement dated June 19, 2023 executed by and amongst Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, the “**Investors**”), HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited)

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(“**HDFC Bank**”) and the Company read with letter agreement dated March 18, 2024 by and amongst Investors, HDFC Bank, and the Company.

RESOLVED FURTHER THAT the directors of the Company, be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties. Further, the directors of the Company, be and are hereby severally authorised to do all such acts, deeds and things and execute all documents, take all steps and give such directions as may be required or considered necessary or incidental thereto, including filing the requisite forms with Ministry of Corporate Affairs and the jurisdictional Registrar of Companies (including Form MGT-14) or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

11. APPROVAL FOR INCREASE IN THE BORROWING POWER OF THE COMPANY UNDER SECTION 180 (1) (C) OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for increasing the borrowing power of the Company under Section 180 (1) (c) of the Companies Act, 2013

“**RESOLVED THAT** in supersession of all the Resolutions passed earlier in this regard, consent of the Company be and is hereby accorded in terms of Section 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies for and on behalf of the Company from time to time, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed aggregate of its paid up share capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs. 40,000 Crores (Rupees Forty Thousand Crores)”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide the sub- limits of borrowings from Banks, NCDs/Sub Debt/PDIs, Commercial Paper, External Commercial Borrowings, Financial institutions, Repo Borrowing etc. within the borrowing limits approved by the shareholders from time to time.”

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“RESOLVED FURTHER THAT that the Board may delegate the authority to Directors and officials to decide the sub- limits of borrowings within the borrowing limits approved by the shareholders from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any Committee or officer(s) authorized by the Board be and is/are hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements, to do all acts, deeds, matters and things, as may be required.”

12. **APPROVAL FOR INCREASING THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for increasing the authorised share capital of the Company

“RESOLVED THAT pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re- enactment thereof) and the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.200,00,00,000 (Rupees Two Hundred Crores) divided into 20,00,00,000 Equity Shares of Rs 10/-each to Rs.300,00,00,000 (Rupees Three Hundred Crores) divided into 30,00,00,000 Equity Shares of Rs 10/- each by creation of additional 10,00,00,000 Equity Shares of Rs. 10/- each , ranking pari passu in all respect with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

13. **APPROVAL FOR ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution** for alteration in the capital clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the shareholders of the Company be and is hereby

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accorded for substituting the Clause V of the Memorandum of Association of the Company with the following clause-

V. The Authorised Share Capital of the Company is Rs.300,00,00,000 (Rupees Three Hundred Crores) comprising of 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 10/- each.”

“**RESOLVED FURTHER THAT** approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

On Behalf of **the Board of Directors**

Akanksha Kandoi
Company Secretary

Place: Mumbai
Date: March 20, 2024

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

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NOTES:

1. A shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and that a proxy need not be a shareholder. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed before the commencement of the EGM.
2. A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
3. Corporate shareholders intending to send their authorized representatives to attend the EGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.
4. Shareholders 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 EGM.
5. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.

On Behalf of the **Board of Directors**

Akanksha Kandoi
Company Secretary

Place: Mumbai
Date: March 20 2024

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

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“**Act**”), sets out all material facts relating to the business mentioned under Item Nos. 1, to 13 of the accompanying notice dated March 20, 2024:

A. Appointment of Incoming Directors

1. The Shareholders may please note that pursuant to investment agreement dated June 19, 2023 executed amongst Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, the “**Investors**”), HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”) and the Company (“**Investment Agreement**”), Kopvoorn B.V. has identified Mr. Jimmy Lachmandas Mahtani (DIN: 00996110), Mr. Ashish Agrawal (DIN: 00163344), Mr. Rajnish Kumar (DIN: 05328267), Mr. Kosmas Kalliarekos (DIN: 03642933) and Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners collectively have identified Mr. Sanjay Kukreja (DIN: 00175427) (collectively “**Incoming Directors**”) to be appointed as the non-executive nominee directors of the Company. The Incoming Directors have signified their consent to act as non-executive directors of the Company and such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on February 29, 2024.
2. The Board recommends the Resolution at Item No. 1, 2, 3, 4, and 5 of the accompanying Notice, for the approval of the Shareholders of the Company by way of appropriate resolution.
3. None of the directors or key managerial persons of the Company or their respective relatives are concerned or interested in the passing of the above resolution.
4. Each Incoming Director has a valid DSC.

Details of the Incoming Director seeking appointment in the Extra-Ordinary General Meeting (as per paragraph 1.2.5 of the Secretarial Standards on General Meetings)

(i) Jimmy Mahtani

Name of the Director	Mr Jimmy Lachmandas Mahtani
Date of Birth and Age	Age: 47 years Date of Birth: October 27, 1976
Date of Appointment	March 20, 2024
Relationship with Directors	None
Terms and conditions of appointment	Appointment as a non-executive nominee Director
Remuneration sought to be paid and remuneration last drawn	N.A.
Expertise in Specific functional area	Please see below

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<p>Qualification and Experience</p>	<p>Graduated with honors from Georgetown University with a triple major in Finance, International Business and Marketing.</p> <p>26 years of experience in the financial services industry in India and USA including:</p> <ul style="list-style-type: none"> (i) 2 years as an analyst at Bear Stearns & Co; (ii) 6 years of investing experience and the founder of the India office at General Atlantic; (iii) Over 18 years of investing experience at BPEA EQT (formerly called Baring Private Equity Asia) <p>Served as a director on multiple boards of listed and unlisted companies.</p>
<p>Board Membership of Companies as on March 20, 2024</p>	<p><u>Indian Companies:</u></p> <ul style="list-style-type: none"> (i) Asian Institute of Gastroenterology Private Limited (ii) CitiusTech Healthcare Technology Private Limited (iii) CMS Info Systems Limited (iv) IGT Solutions Private Limited (v) Indira IVF Hospital Private Limited <p><u>Offshore Companies:</u></p> <ul style="list-style-type: none"> (i) Sagility Operations Inc (ii) Fort Topco, Inc (iii) Fort Finance, Inc. (iv) Virtusa SuperHoldCo, Inc. (v) Global Content Alpha Partners Pte. Ltd. (vi) Sion Investment Holdings Pte. Ltd. (vii) BPEA VI Holdings II Pte. Ltd.
<p>Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024</p>	<p><u>Indian Companies</u></p> <ul style="list-style-type: none"> (i) <u>IGT Solutions Private Limited</u> Nomination and Remuneration Committee (Chair) (ii) <u>Citiustech Healthcare Technology Private Limited</u> Compensation Committee (Member), CSR Committee (Member), Finance Committee (Member) (iii) <u>CMS Info Systems Limited</u>

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	<p>Nomination and Remuneration Committee (Member)</p> <p>(iv) <u>Indira IVF Hospital Private Limited</u> Nomination and Remuneration Committee (Member)</p> <p><u>Offshore Companies</u></p> <p>(v) Sagility Operations Inc Nomination and Remuneration Committee (Member)</p> <p>(vi) Fort Topco Inc Audit Committee (Member)</p>
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None

(ii) Ashish Agrawal

Name of the Director	Ashish Agrawal
Date of Birth and Age	Age: 50 years Date of Birth: March 22, 1973
Date of Appointment	March 20, 2024
Relationship with Directors	None
Terms and conditions of appointment	Appointment as a non-executive nominee Director
Remuneration sought to be paid and remuneration last drawn	N.A.
Expertise in Specific functional area	Please see below
Qualification and Experience	<p>Bachelor of Engineering – SGS Institute of Technology & Science, Indore, MP, Post Graduate Diploma in Management, Bachelor of Engineering degree, CFA.</p> <p>26 years of experience in financial services industry in India and USA including:</p> <p>(i) Approx. 2 years at an equity research analyst at ICICI Securities</p> <p>(ii) Approx. 1 year at investment banker at JM Morgan Stanley</p> <p>(iii) Approx. 7 years of investing experience at Banc of America</p>

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	<p>Equity Partners (India and Chicago, USA)</p> <p>(iv) Approx. 1 year of investing experience at Lehman Brothers</p> <p>(v) Approx. 15 years of investing experience at BPEA EQT (earlier called Baring Private Equity Asia)</p> <p>Served as Director on multiple Boards of listed company and unlisted companies.</p>
Board Membership of Companies as on March 20, 2024	<p>(i) Asian Institute of Gastroenterology Private Limited</p> <p>(ii) Indira IVF Hospital Private Limited</p>
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	<p>(i) <u>Asian Institute of Gastroenterology Private Limited</u> Audit Committee (Member), Remuneration Committee (Member), CSR Committee (Member)</p> <p>(ii) <u>Indira IVF Hospital Private Limited</u> CSR Committee (Member), Audit Committee (Member)</p>
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None

(iii) **Rajnish Kumar**

Name of the Director	Rajnish Kumar
Date of Birth and Age	Age: 66 years Date of Birth: January 14, 1958
Date of Appointment	March 20, 2024
Relationship with Directors	None
Terms and conditions of appointment	Appointment as a non-executive nominee Director
Remuneration sought to be paid and remuneration last drawn	N.A.
Expertise in Specific functional area	Please see below
Qualification and Experience	M.Sc in Physics/Certified Associate of Indian Institute of Bankers (CAIIB). Former Chairman of State Bank of India.

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	Associated with various companies as an independent director
Board Membership of Companies as on March 20, 2024	<p><u>Indian companies/LLP</u></p> <ul style="list-style-type: none"> (i) Resilient Innovations Private Limited (ii) Brookprop Management Services Private Limited (iii) Lighthouse Communities Foundation (iv) Hero Motocorp Limited (v) Larsen and Toubro Limited (vi) Ambuja Cements Limited (vii) Fingage Advisory LLP (viii) Mastercard India Services Private Limited (ix) Multiples Equity Fund Trustee Private Limited <p><u>Offshore companies</u></p> <ul style="list-style-type: none"> (x) HSBC Asia Pacific (Hong Kong)
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	<ul style="list-style-type: none"> (i) <u>Ambuja Cements Limited</u> Audit Committee (Chairman), Risk Committee (Member), Nomination and Remuneration Committee (Member) (ii) <u>Resilient Innovations Private Limited</u> Audit Committee (Member), operations Investment Committee (Member) (iii) <u>Brookprop Management Services Private Limited</u> Audit Committee (Member), Risk Committee (Member) (iv) <u>HSBC Asia Pacific (Hong Kong)</u> Audit Committee (Member), Risk Committee (Member)
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None

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(iv) **Kosmas Kalliarekos**

Name of the Director	Kosmas Kalliarekos
Date of Birth and Age	Age: 59 years Date of Birth: January 1, 1965
Date of Appointment	March 20, 2024
Relationship with Directors	None
Terms and conditions of appointment	Appointment as a non-executive nominee Director
Remuneration sought to be paid and remuneration last drawn	N.A.
Expertise in Specific functional area	Please see below
Qualification and Experience	BScE from the Wharton School, University of Pennsylvania MBA from Harvard Business School 38 years of experience in the financial services and consulting industries in India and USA including: (i) 5 years as a consultant at Bain & Co (ii) 16 years as a Senior Partner at the Parthenon Group (iii) Over 15 years of investing experience at BPEA EQT (formerly called Baring Private Equity Asia) Served as a Director on multiple boards of listed and unlisted companies.
Board Membership of Companies as on March 20, 2024	Offshore companies: (i) Bach Holdings Limited (ii) Hong Kong International School (iii) Prometric Super HoldCo Inc. (iv) Safari GP Limited
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	Nil
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None

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(v) **Mr. Sanjay Kukreja**

Name of the Director	Sanjay Kukreja
Date of Birth and Age	Age: 47 years Date of Birth: June 24, 1977
Date of Appointment	March 20, 2024
Relationship with Directors	None
Terms and conditions of appointment	Appointment as a non-executive nominee Director
Remuneration sought to be paid and remuneration last drawn	N.A.
Expertise in Specific functional area	Please see below
Qualification and Experience	Masters in Business Administration from IIM, Bangalore More than 20 years in the field of investment banking industry
Board Membership of Companies as on March 20, 2024	(i) Intas Pharmaceuticals Limited (ii) Gebbs Healthcare Solutions Private Limited (iii) Hero Fincorp Limited (iv) Nuvo ChrysCapital Advisors Private Limited
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	Hero Fincorp Limited Risk Management Committee (Members) and IT Strategy Committee (Members).
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None

B. Appointment of Independent Directors

1. The Shareholders may please note that the Nomination & Remuneration Committee has identified Mr. Abhijit Sen (DIN: 00002593), Mr. Bharat Shah (DIN: 00136969), Mr. Damodarannair Sundaram (DIN: 00016304), and Ms. Anuranjita Kumar (DIN: 05283847) (collectively, “**Incoming Independent Directors**”) to act as non-executive, additional and independent directors of the Company. The Incoming Independent Directors have signified their consent to act as non-executive, additional and independent directors of the Company and such appointment has been recommended by the Nomination & Remuneration Committee of the Board in its meeting held on March 14, 2024.
2. The Board recommend the Resolution at Item No. 6, 7, 8, and 9 of the accompanying Notice, for the approval of the Shareholders of the Company by way of appropriate resolution.

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3. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolutions.
4. In the opinion of the board of directors of the Company, the Incoming Independent Directors fulfil the conditions specified for appointment as independent directors under the Companies Act, 2013 (read with applicable rules, including any statutory modification(s) or re-enactment thereof for the time being in force).
5. In relation to appointment of Mr. Bharat Shah, in compliance with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders may please note that:
 - Bharat has rich experience in the financial services sector and expertise in banking, finance, real estate, and the securities market
 - He has served as the previous Chairman of HDFC Securities and currently serves on the board of Strides Pharma, Exide Industries, 3M India, etc. all of which are large, respected conglomerates, from which Bharat will bring his experience regarding financial best practices, corporate governance, and his comprehensive understanding of the Indian financial sector to HDFC Credila, which will be value accretive to the company
 - As one of HDFC Bank's founding Shareholders, he played a key role in its establishment and its consistent growth over decades. His experience and track record of scaling up India's largest private-sector bank would be beneficial for Credila from a perspective of leadership, areas of adjacencies that should be prioritized, the technology needed for scale-up, and long-term growth
 - Bharat also has particular experience in foreign exchange and securities management, which could be relevant as the company explores USD-denominated loans and diversifies its liability franchise
 - Bharat also previously served as a Director in Spandana Sphoorty, a leading private-equity-backed NBFC; the learnings regarding liability management, pricing, capital, etc., would be directly relevant to Credila. As Credila moves from an HDFC group company to an independent private equity-backed company, there is a significant transition of liabilities, which Bharat will help the company navigate through
 - Bharat has led large teams within the financial services sector, where his learnings would aid the company in its next phase of growth. His extensive experience with large-scale people-led organizations can help Credila attract, develop, and retain talent

Details of the Incoming Independent Director seeking appointment in the Extra-Ordinary General Meeting (as per paragraph 1.2.5 of the Secretarial Standards on General Meetings)

(i) Abhijit Sen

Name of the Director	Abhijit Sen
Date of Birth and Age	Date of Birth: November 17, 1950 Age: 73 years
Date of Appointment	March 20, 2024
Relationship with Directors	N/A

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Terms and conditions of appointment	Appointment as non-executive independent director of the company
Remuneration sought to be paid and remuneration last drawn	INR 20L Commission + 1L sitting fee (per meeting)
Expertise in Specific functional area	Please see below
Qualification and Experience	BTech from IIT Kharagpur, MBA from IIM Calcutta Former CFO of Citi Bank India (worked from 1997 to 2015) and Executive Director, Finance at CEAT; Senior Advisor in Financial Services at EY
Board Membership of Companies as on March 20, 2024	<u>Indian Companies/LLP:</u> (i) Kalyani Forge Limited (ii) Netafim Agricultural Financing Agency Pvt. Limited (iii) Tata Investment Corporation Limited (iv) Manappuram Finance Limited (v) Pramerica Life Insurance Ltd (vi) Asirvad Microfinance Ltd (vii) Veritas Finance Private Limited (viii) Cashpor Micro Credit
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	(i) <u>Kalyani Forge Limited</u> Audit Committee (Chairman), Nomination and Remuneration Committee (Member), Stakeholders Relationship Committee (Member) (ii) <u>Manappuram Finance Limited:</u> Audit Committee (Chairman), Risk Management Committee (Chairman), Corporate Social Responsibility Committee (Member), IT Strategy Committee (Chairman) (iii) <u>Tata Investment Corporation Limited</u> Audit Committee (Chairman), Asset Liability, Risk Management & IT Strategy/Steering Committee (Chairman) (iv) <u>Cashpor Micro Credit</u> Audit Committee (Chairman), Corporate Social Responsibility Committee (Chairman), Risk Management Committee (Chairman) (v) <u>Veritas Finance Private Limited</u> Audit Committee (Member), Nomination and Remuneration Committee (Chairman), Risk

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	<p>Management Committee (Chairman), IT Strategy Committee (Chairman)</p> <p>(vi) Pramerica Life Insurance Limited Investment Committee (Member), Nomination and Remuneration Committee (Member)</p> <p>(vii) Netafim Agricultural Financing Agency Pvt. Limited Audit Committee (Member)</p>
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None
Justification for choosing the appointee	Considering his varied experience and knowledge in the field of banking and financial sectors, his appointment would be in the best interest of the Company.

(ii) Bharat Shah

Name of the Director	Bharat Dhirajlal Shah
Date of Birth and Age	Date of Birth: February 18, 1947 Age: 77
Date of Appointment	March 20, 2024
Relationship with Directors	N/A
Terms and conditions of appointment	Appointment as non-executive independent director of the company
Remuneration sought to be paid and remuneration last drawn	INR 20L Commission + 1L sitting fee (per meeting)
Expertise in Specific functional area	Please see below
Qualification and Experience	<p>Ex-Chairman at HDFC Securities, had worked at HDFC since 1994</p> <p>Currently serves on the board of Strides Pharma, Exide Industries and 3M India</p>
Board Membership of Companies as on March 20, 2024	<p><u>India Companies:</u></p> <p>(i) Salisbury Investments Private Limited</p> <p>(ii) 3M India Limited</p> <p>(iii) Exide Industries Limited</p> <p>(iv) Strides Pharma Science Limited</p>

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Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	<p>(i) <u>3M India Limited:</u> Audit Committee (Member), Stakeholders Relationship Committee (Chairman), CSR Committee (Chairman), Nomination and Remuneration Committee (Member), Risk Management Committee (Member)</p> <p>(ii) <u>Exide Industries Limited:</u> CSR Committee (Chairman)</p> <p>(iii) <u>Strides Pharma Science Limited:</u> Audit Committee (Member), Stakeholders Relationship Committee (Chairman), Nomination and Remuneration Committee (Chairman), Risk Management Committee (Member)</p>
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None
Justification for choosing the appointee	Considering his varied experience and knowledge in various sectors, his appointment would be in the best interest of the Company.

(iii) Damodarannair Sundaram

Name of the Director	Damodarannair Sundaram
Date of Birth and Age	Date of Birth: April 16, 1953 Age: 70 years
Date of Appointment	March 20, 2024
Relationship with Directors	n.a.
Terms and conditions of appointment	Appointment as non-executive independent director of the company
Remuneration sought to be paid and remuneration last drawn	INR 30L Commission + 1L sitting fee (per meeting)
Expertise in Specific functional area	Please see below
Qualification and Experience	Chartered Accountant Vice Chairman and Managing Director of TVS Funds since 2009 Previously Vice Chairman and CFO of Hindustan Unilever, where he worked from 1975 to 2009
Board Membership of Companies as on March 20, 2024	<u>India Companies:</u> (i) Infosys Limited

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	(ii) Glaxosmithkline Pharmaceuticals Limited (iii) TVS Capital Funds Private Limited (iv) Crompton Greaves Consumer Electricals Limited (v) TVS Wealth Private Limited (vi) Schneider Electric India Private Limited
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	GlaxoSmithKline Pharmaceuticals Limited - Audit Committee (Chairman), Risk Management Committee (Chairman), Nomination and Remuneration Committee (Member) Crompton Greaves Consumer Electricals Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member), Corporate Social Responsibility Committee (Member), Stakeholders Relationship Committee (Member) Infosys Limited - Audit Committee (Member), Nomination and Remuneration Committee (Chairman), Risk Management Committee (Member), Stakeholders Relationship Committee (Member) Schneider Electric India Private Limited - Audit Committee (Chairman)
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None
Justification for choosing the appointee	Considering his varied experience and knowledge in the field of financial sectors, his appointment would be in the best interest of the Company.

(iv) Anuranjita Kumar

Name of the Director	Anuranjita Kumar
Date of Birth and Age	Date of birth: November 02, 1971 Age: 52 years
Date of Appointment	March 20, 2024
Relationship with Directors	n.a.
Terms and conditions of appointment	Appointment as non-executive independent director of the company

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Remuneration sought to be paid and remuneration last drawn	INR 20L Commission + 1L sitting fee (per meeting)
Expertise in Specific functional area	Please see below
Qualification and Experience	Founder and CEO of WEACE, a talent management platform; has ~30 years of experience in the HR space Previously served as Managing Director, HR at Natwest from 2017 to 2020 and CHRO, South Asia of Citi Bank from 2012 to 2017
Board Membership of Companies as on March 20, 2024	<u>Indian Companies:</u> (i) Northcap Services Private Limited (ii) TBO Tek Limited (iii) Hero Fincorp Limited Offshore Companies/LLP (i) Northcap Services FZCO
Chairman/Member of the Committee of the Board of directors of other Companies as on March 20, 2024	N/A
Number of Shares held in the Company as on March 20, 2024	Nil
Number of Board Meetings attended during the year	None
Justification for choosing the appointee	Considering her varied experience and knowledge in the field of banking and financial sectors, his appointment would be in the best interest of the Company.

C. Approval for adoption of amended and restated Articles of Association

1. The Shareholders may please note that under the shareholders' agreement entered into between HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners, and the Company dated June 19, 2023 (read with letter agreement dated March 18, 2024) ("**Shareholders' Agreement**"), the Articles of Association of the Company are sought to be amended and restated, subject to the approval of the Shareholders of the Company, to reflect the applicable provisions of the Shareholders' Agreement. The draft of Articles of Association proposed to be adopted, duly initialled by the Chairman of the Board for the purpose of identification, was placed before the meeting.

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2. Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the Shareholders is required by way of a special resolution, in order to amend the Articles of Association of the Company.
3. The Directors recommend the Resolution at Item No. 10 of the accompanying Notice, for the approval of the Shareholders of the Company by way of a special resolution.
4. Other than the aforesaid, none of the directors or key managerial persons of the Company or their respective relatives are concerned or interested in the passing of the above resolution.
5. The amended and restated Articles of Association of the Company are available for inspection in physical or in electronic form during specified business hours *i.e.* between 10:00 a.m. to 06:00 p.m. at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office and also at the Meeting.

D. Approval for increase in Borrowing Power of the Company

1. The shareholders had approved borrowing of funds upto Rs.30,000 crores in terms of Section 180 (1)(c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on August 26, 2023.
2. The Company has grown significantly during the current financial year with the loan book increasing from Rs. 15,298 crores as on March 31, 2023 to Rs. 27,695 crores as on February 29, 2024. Similarly, the Company's borrowing has increased from Rs. 13,655 crores as on March 31, 2023 to Rs. 26,010 crores as on February 29, 2024.
3. As per the provisions of Section 180(1)(c), of the Companies Act, 2013, the Board of Directors of a Company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, without the consent of the Shareholders of the company accorded at the General Meeting by means of a 'special resolution'.
4. For the purpose of funding its lending business operations, the Company raises resources inter-alia by borrowing monies from time to time from various persons, firms, bodies corporate, banks, financial institutions, etc. and these borrowings are inter-alia secured by hypothecation/pledge of the education loan receivables of the Company.
5. Considering the future business growth in the loan book of the Company and to meet the funding requirement of the business in the Company, the borrowing power of the Board is proposed to be increased from Rs. 30,000 crores to Rs.40,000 crores. It is also proposed to give authority to the Board to decide the sub-limits for borrowing by issue of Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt, Commercial Paper, External Commercial Borrowings, from Banks, Financial Institutions and other sources, Repo Borrowing within the overall borrowing limits set by the shareholders. This will provide flexibility to the Company to borrow from various sources depending on the market conditions.

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6. In view of the aforesaid, the Board of Directors at its meeting held on March 20, 2024, has subject to the approval of Shareholders, provided approval to increase borrowing limits of the Company as approved by the Shareholders pursuant to Section 180(1)(c) of the Act.
7. Accordingly, the approval of the Shareholders is being sought by way of special resolution authorising the Company to borrow further sums of monies within an overall limit of Rs. 40,000 crore (Rupees Forty Thousand Crores Only) outstanding at any given point of time.
8. The Board recommends passing of the special resolutions as set out under item number 11 of this Notice for approval of the Shareholders.
9. None of the Directors or Key Managerial Personnel of the company or their relatives are interested in the proposed Resolution, financially or otherwise.

E& F. Approval for increase in Authorized Share Capital of the Company

1. The present authorized share capital of the Company is Rs. 200,00,00,000 (Rupees Two Hundred Crore only). The Company in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities.
2. It is therefore deemed appropriate to increase the authorized share capital of the Company from Rs. 200,00,00,000 (Rupees Two Hundred Crores only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 10 (Rupees Ten) each, to Rs. 300,00,00,000 (Rupees Three Hundred Crores only) divided into 30,00,00,000 (Thirty Crore) equity shares of Rs. 10 (Rupees Ten) each by creating additional 10,00,00,000 (Ten Crore) equity shares of Rs. 10 (Rupees Ten) each.
3. The new shares shall rank pari passu with the existing shares.
4. The provisions of the Companies Act, 2013 require the Company to seek approval of the Shareholders for an increase in the authorized share capital and for the alteration in capital clause of the Memorandum of Association. The authorized share capital and Clause V of the Memorandum of Association is proposed to be suitably altered by passing Ordinary resolution as set out at item no. 12 and 13 respectively.
5. The Board of Directors accordingly recommend the resolution set out at item no. 12 and 13 of the accompanying notice for the approval of the shareholders of the Company.
6. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolutions.

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ATTENDANCE SLIP

(Please Hand Over at the Entrance of the Meeting Venue)

Folio No./Client Id	
Name and Address of the Shareholder	

I hereby record my Presence at the Extra-Ordinary General Meeting of the Shareholders of the Company held at B - 301, Citi Point, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059 on Wednesday, March 20, 2024 at 6:15 p.m.

Full Name of the Shareholder / Proxy Attending the Meeting	
Shareholder's/ Proxy's Signature	

Note: Your Entry to the Meeting will be regulated by this Attendance Slip.

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Form No. MGT – 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail:	
Registered Address:		Folio no./Client ID:	
		DP ID:	

I/We being the Member(s) of _____ equity shares of Rs.10 each of HDFC Credila Financial Services Limited, hereby appoint:

1. Name: _____

Address: _____

E-mail: _____

Signature: _____, or failing him /her

2. Name: _____

Address: _____

E-mail: _____

Signature: _____, or failing him / her

3. Name: _____

Address: _____

E-mail: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Shareholders of the Company to be held on in the Wednesday, March 20, 2024 at 6:15 p.m. at B - 301, Citi Point, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059 and at any adjournment(s) thereof, in respect of such resolutions in the manner as indicated below:

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Sr. No.	Brief details of the resolution	Optional		
		FOR	AGAINST	ABSTAIN
1.	Appointment and Regularisation of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) as Non-Executive director of the Company			
2.	Appointment and Regularisation of Mr. Ashish Agrawal (DIN: 00163344) as Non-Executive director of the Company			
3.	Appointment and Regularisation of Mr. Rajnish Kumar (DIN: 05328267) as Non-Executive director of the Company			
4.	Appointment and Regularisation of Mr. Kosmas Kalliarekos (DIN: 03642933) as Non-Executive director of the Company			
5.	Appointment and Regularisation of Mr. Sanjay Kukreja (DIN: 00175427) as Non-Executive director of the Company			
6.	Appointment and Regularisation of Mr. Abhijit Sen (DIN: 00002593) as Non-Executive Independent Director of the Company			
7.	Appointment and Regularisation of Mr. Bharat Shah (DIN: 00136969) as Non-Executive Independent Director of the Company			
8.	Appointment and Regularisation of Mr. Damodarannair Sundaram (DIN: 00016304) as Non-Executive Independent Director of the Company			
9.	Appointment and Regularisation of Ms. Anuranjita Kumar (DIN: 05283847) as Non-Executive Independent Director of the Company			
10.	Approval and adoption of the amended and restated Articles of the Company			
11.	To approve increase in the borrowing power of the Company under Section 180 (1) (c) of the Companies Act, 2013			
12.	To increase the Authorized Share Capital of the Company			
13.	Alteration in the Capital Clause of Memorandum of Association of the Company			

Signed this _____ day of _____, 2024

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix Revenue Stamp

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NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as proxy shall act on behalf of not more than fifty (50) Shareholders and holding not more than 10% of the total share capital of the company carrying voting rights. However, a Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other person or Member.

Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

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ROUTE MAP TO THE EGM VENUE

