

March 08, 2024

BSE Limited

P.J Tower,
Dalal Street,
Mumbai 400 001

Sub: Proceedings of the Extraordinary General Meeting (EGM) of Members of the Company held on Thursday, March 07, 2024

Dear Sirs,

We wish to inform you that the Extra Ordinary General Meeting (EGM) of the Company was held on Thursday, March 07, 2024 at 08:15 p.m.

Pursuant to the provisions of Regulation 51 (1) & (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with clause (23) of Para A of Part B of Schedule III of the said Regulations, we are enclosing herewith the proceedings of the EGM.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,


For HDFC Credila Financial Services Limited

Akanksha Kandoi
Company Secretary & Compliance Officer

HDFC CREDILA FINANCIAL SERVICES LIMITED

Corporate Identity Number: U67190MH2006PLC159411

 **Regd. Office:** B-301, Citi Point, Andheri-Kurla Road, Next To Kohinoor Continental, Andheri (East), Mumbai 400 059, India

 **Tel:** +91-22-28266636

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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

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HDFC CREDILA FINANCIAL SERVICES LIMITED HELD ON THURSDAY, MARCH 07, 2024 AT 08:15 P.M. AT CONFERENCE ROOM, HDFC HOUSE, H. T. PAREKH MARG, 165-166 BACKBAY RECLAMATION, CHURCHGATE, MUMBAI 400 020.

The Extraordinary General Meeting (“EGM”) of the Members of HDFC Credila Financial Services Limited was held on Thursday, March 07, 2024 at 08:15 p.m. at Conference Room, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020.

At 08:15 p.m. Mr. V. Srinivasa Rangan, Chairman of the Board, took the Chair. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman welcomed the Members present at the Meeting. Ms. Madhumita Ganguli, Director, was unable to attend the EGM due to unavoidable circumstances. All the other Directors including the Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were present at the EGM.

The Statutory Auditors, the Secretarial Auditors, the Company Secretary and the Chief Financial Officer of the Company were also present at the EGM.

Five (5) Members were present in person.

The EGM Notice along with the Explanatory Statement was taken as read.

The business of the Meeting, as per the Notice thereof, was thereafter taken up.

ITEM NO. 1

1. ISSUE OF EQUITY SHARES BY WAY OF A PRIVATE PLACEMENT ON A PREFERENTIAL BASIS

Before moving the resolution, the Chairman asked the Members present to seek clarification, if any, on the same. There were no queries from the Members.

The Chairman clarified that the allotment of the shares pursuant to the preferential issue will be undertaken post completion of the conditions precedent under the Investment

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Agreement dated June 19, 2023

The Resolution was put to vote by show of hands and declared as passed unanimously.

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, the rules, circulars, directions and guidelines issued by the Reserve Company of India (**‘RBI’**), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of Memorandum of Association and Articles of Association of the Company, and subject to other applicable rules and regulations and the approvals, consents, permissions and/ or sanctions, as may be required from the Ministry of Corporate Affairs (**‘MCA’**), Government of India, RBI, and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/ or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/ or sanctions and which may be agreed by the Board of Directors of the Company (**‘Board’** which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 1,91,28,540 equity shares of face value of INR 10 (Rupees Ten only) each fully paid up, on a preferential basis, at a price of INR 681.50 (including premium of INR 671.50) per equity share, for cash consideration on a preferential basis (**‘Preferential Issue’**) to the following persons (**‘Proposed Allottees’**) as per the particulars set out below in accordance with the applicable laws, rules and regulations:

Name of the Proposed Allottee	No. of Equity Shares	Price per Share (in INR)	Amount of Investment (in INR)
Kopvoorn B.V	1,53,02,832	681.50	10,42,88,80,008
Defati Investments Holding B.V	1,98,144	681.50	13,50,35,136
Moss Investments Limited	34,69,507	681.50	2,36,44,69,020.50
Infinity Partners	1,58,057	681.50	10,77,15,845.50
Total	1,91,28,540	-	13,036,100,010.00

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid equity shares to be offered, issued and allotted to the Proposed Allottees shall be

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subject to applicable laws as well as the Memorandum of Association and Articles of Association of the Company, be made fully paid up at the time of allotment and shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement Offer Letter cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013 (including any statutory modification thereto or reenactment thereof for the time being in force) or such other form as prescribed under the Act containing the terms and conditions.

RESOLVED FURTHER THAT the draft of the private placement offer letter (in the form PAS-4) along with the application form tabled before the meeting for offer an issuance to the Allottee on aforementioned terms be and is hereby approved.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company for the purpose for which the amount is raised in accordance with the provisions of applicable law.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the equity shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- a) The Proposed Allottees shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts to the separate bank account opened by the Company for the Preferential Issue; and
- c) Allotment of equity shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board (which term shall deem to include any committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution) be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid equity shares including but not limited to filing of requisite documents with the Registrar of Companies, Depositories and/ or such

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other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Vote of Thanks

The Meeting concluded at 8:45 PM with a vote of thanks to the Chair.