

# HDFC Credila Financial Services Limited

(Formerly known as HDFC Credila Financial Services Private Limited)

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

**Tel:** +91-022-28266636 **Email:** [investor@hdfccredila.com](mailto:investor@hdfccredila.com) **Website:** www.hdfccredila.com

**CIN :** U67190MH2006PLC159411

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Sixteenth Annual General Meeting of the members of HDFC Credila Financial Services Limited (Formerly known as HDFC Credila Financial Services Private Limited) will be held on Monday, June 28, 2021 at 11:00 a.m. via Video Conferencing without the physical presence of the Members at a common venue, in compliance with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 issued by the Ministry of Corporate Affairs, to transact the businesses mentioned below:

### Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Madhumita Ganguli (DIN: 00676830), who retires by rotation and being eligible, offers herself for re-appointment.

### Special Business:

3. **Reclassification of the Authorized Share Capital and amendment of Clause V of the Memorandum of Association of the Company**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution to reclassify the Authorized Share Capital and to amend Clause V of the Memorandum of Association of the Company:

**“RESOLVED THAT** pursuant to the provisions of Section 13 sub-section (1) read with 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), the consent of the Members of the Company, be and is hereby accorded to reclassify the Authorized Share Capital of the Company in the following manner:

<b>Authorized Share Capital</b>	<b>Equity Share Capital</b>	<b>Preference Share Capital</b>	<b>Total</b>
Current Authorized Share Capital	Rs. 133,00,00,000 divided into 13,30,00,000 Equity Shares of Rs.10/- each	Rs. 220,000,000 divided into 2,20,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each	Rs. 155,00,00,000
Revised Authorized Share Capital	Rs. 155,00,00,000 divided into 15,50,00,000 Equity Shares of Rs.10/- each	Nil	Rs. 155,00,00,000

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**“RESOLVED FURTHER THAT** the existing Capital Clause of the Memorandum of Association of the Company be substituted with the following Clause:

v. The Authorized Share Capital of the Company is Rs. 155,00,00,000/- (Rupees One Hundred Fifty-Five Crores Only) comprising of 15,50,00,000 (Fifteen Crore Fifty Lakh) Equity Shares of Rs.10/- each

**“RESOLVED FURTHER THAT** the Directors of the Company, the Chief Financial Officer of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required and file necessary forms with the Registrar of Companies, Mumbai, to give effect to the above Resolution”

On Behalf of the Board of Directors

Akanksha Kandoi  
Company Secretary

Place: Mumbai

Date: June 02, 2021

Registered office:

B 301, Citi Point,

Next to Kohinoor Continental,

Andheri-Kurla Road,

Andheri (East), Mumbai - 400 059

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## NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated January 13, 2021, May 05, 2020, April 13, 2020 and April 08, 2020 (collectively referred to as “MCA Circulars”) permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Members at a common venue.
2. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circulars, the 16<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing (“VC”) (hereinafter referred to as “AGM” or “e-AGM”). In accordance with the Secretarial Standard -2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated April, 15, 2020 issued by ICSI, the proceedings of the e-AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the e-AGM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Further as per the MCA Circulars, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

Institutional / Corporate Shareholder (i.e. other than individuals) is required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Company Secretary at [akanksha@hdfccredila.com](mailto:akanksha@hdfccredila.com)

**Attending e-AGM:** Members will be provided with a facility to attend the e-AGM through video conferencing platform. Members may access the same by **clicking here** The link for joining the AGM through VC will be activated 15 minutes before the scheduled start time of the AGM and will remain open throughout the AGM.

4. Member’s log-in to the Video Conferencing platform shall be considered for record of attendance of such member for the e-AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA Circulars, Notice of the e-AGM along with the Annual Report for the financial year ended on March 31, 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the e-AGM and the Annual Report has been uploaded on the website of the Company at <https://www.hdfccredila.com/about/investor-relation.html>

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6. All documents referred to in the accompanying explanatory statement will be available for inspection at the e-AGM.
7. Members who wish to inspect, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, can send an email to [akanksha@hdfccredila.com](mailto:akanksha@hdfccredila.com) The same will also be available for inspection at the e-AGM.
8. In accordance with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, a brief profile of Ms. Madhumita Ganguli is set out in this Notice.
9. Members 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 e-AGM.

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## **Annexure to the Notice**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.**

As required under Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 of this Notice.

#### **Item No. 3**

The present Authorized Share Capital of the Company is Rs. 155,00,00,000/- (Rupees One hundred fifty-five crores only) comprising of 13,30,00,000 Equity Shares of Rs.10/- each and 2,20,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each,

The present paid up capital of the Company is Rs. 131,79,82,260 /- comprising of: 13,17,98,226 Equity Shares of Rs 10/- each .

In order to enable the Company to issue further equity shares, if required, the Shareholders are requested to approve the reclassification of the Authorized Share Capital and amendment of the existing Clause V of the Memorandum of Association of the Company by reducing the Authorized Preference Share Capital to NIL and increasing the Authorized Equity Share Capital by same amount so that there is no change in the total Authorized Share Capital of the Company. The Directors recommend this Resolution for approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the said Resolution.

On Behalf of the Board of Directors

Akanksha Kandoi  
Company Secretary

Place: Mumbai

Date: June 02, 2021

Registered office: B 301,  
Citi Point, Next to Kohinoor Continental,  
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## Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding re-appointment of Ms. Madhumita Ganguli, Director retiring by rotation.

Ms. Madhumita Ganguli (DIN: 00676830)

Age	64
Qualifications	B.Sc., LLB
Experience	<p>Mrs. Madhumita Ganguli is a Member of the Executive Management of HDFC Ltd, India's largest mortgage lender. She has a career spanning 39 years with the organization with various responsibilities both in the Legal functions as well as Business Operations of the organisation.</p> <p>She is a lawyer by qualification and through her experience she is a housing finance professional. Her core strengths have been ability to work in large cross functional teams, lead large teams of people with a mix of both senior and junior colleagues, ability to empathise, understand issues with an open mind and find solutions.</p> <p>She had steered the Business Process Reengineering (BPR) program in HDFC for retail lending which has been successfully rolled out across HDFC offices both nationally as well as internationally. The BPR exercise has helped HDFC accentuate its competitive edge by introducing technology in the underwriting process.</p> <p>She was a key member of the team that providing consultancy for setting up the operations of Mauritius Housing Finance Company in Mauritius.</p> <p>She had the opportunity to sit on key committees pertaining to Housing finance. The key amongst them being, the NHB working committee on Standardizing of Loan Documentation for Retail Housing Loans and a committee set up by FICCI to formulate recommendations for Government of India for the Real Estate Sector.</p>
Terms and conditions of appointment or reappointment	Non-Executive Director liable to retire by rotation
Last drawn remuneration	Rs. 600,000 as sitting fees
Date of first appointment on the Board	30th March, 2015
No. of shares held	NIL
Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during financial year 2020-21	Attended 3 Board Meetings out of 4 held during the financial year 2020-21

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Other Directorship	<ul style="list-style-type: none"><li>• Indraprastha Medical Corporation Limited</li><li>• CL Educate Limited</li><li>• Transunion Cibil Limited</li><li>• HDFC Capital Advisors Limited</li></ul>
Chairman/ Member of the Committees of Boards of other companies	As per below table

### Details of Membership Committees of other Companies:

Sr. No.	Name of the Company	Name of Committee	Members / Chairman
1	Transunion Cibil Limited	Corporate Social Responsibility Committee	Chairman
2	Housing Development Finance Corporation	Risk Management Committee	Member
3	C. L. Educate Limited	Audit Committee	Member