

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 MEMBERS

Notice (shorter notice) is hereby given that the Eighteenth Annual General Meeting (AGM) of the Members of HDFC Credila Financial Services Limited will be held on Tuesday, June 06, 2023 at 04:00 p.m. through video conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the business mentioned hereinafter.

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. V. Srinivasa Rangan (DIN: 00030248), who retires by rotation and being eligible, offers himself for re-appointment.
3. To declare dividend on equity shares for the financial year ended March 31, 2023.
4. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution** for the appointment of M/s Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W) as Joint Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India ("RBI") and Frequently Asked Questions dated June 11, 2021 ("RBI Guidelines"), including any amendment, modification, variation or re-enactment thereof, on the basis of recommendation of the Audit Committee of Directors and the Board of Directors of the Company, M/s Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W) be and are hereby appointed as one of the Joint Statutory Auditors of the Company for a period of 3 (three) consecutive years to hold office with effect from the date of passing of this resolution until the conclusion of the 21st Annual General Meeting of the Company, subject to their continuity of fulfilment of the applicable eligibility norms at a remuneration of ₹ 24 Lakh for financial year 2023-24.”

Special Business:

5. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for approving the limits of borrowing by the Company:

“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

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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 ₹ 23,000 Crores (Rupees Twenty Three Thousand Crores)”

“**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 authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to affix common seal, to do all acts, deeds, matters and things, as may be required.”

6. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution** for issuance of Non-Convertible Debentures and/or other hybrid instruments on a private placement basis:

“**RESOLVED THAT** in terms of the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 dated September 01, 2016 (“RBI Master Directions”), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India’s Operational Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum of Association and the Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such terms, conditions and modifications as may be considered necessary and proper by the Board of Directors of the Company (hereinafter referred to as the “Board”) the consent of the members of the Company be and is hereby accorded to the Board, to issue Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments which can be classified as being Tier I and / or Tier II capital under the provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, for cash either at par, premium or discount to the face value, up to an aggregate amount not exceeding ₹ 7,500 Crores, with various sub-limits for each instrument as may be decided by the Board, under shelf or one or more letters of offer as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings by way of issue of Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments, will be within the overall limit of borrowings as approved by the members, from time to time.”

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“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company, to give effect to this Resolution.”

7. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution** for Amendment to Articles of Association of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

In the AOA, clause 205 be added:

205 Director nominated by the debenture trustee(s)

A person nominated by the debenture trustee(s) in terms of the clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 shall be appointed as a director of the Company. Provided further that if the Company is in default of payment of interest or repayment of principal amount in respect of listed debt securities, it shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee.”

8. To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution** for approval of Commission payable to Independent Directors of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the rules made thereunder, as amended from time to time, read with Schedule V to the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, and such other approvals as may be required, consent of the Members be and is hereby accorded, for payment of performance based commission of ₹ 10 Lakhs to each Independent Director, in addition to sitting fees, for participation in the Board and Committee meetings payable for every Company meeting attended by the Independent Directors.”

9. To consider, and if thought fit, to pass the following resolution as a **Special Resolution** for approval of Revised Employee Stock Option Plan of the Company

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be

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applicable from time to time , consent of the members of the Company be and is hereby accorded to the revised HDFC Credila Employees Stock Option Plan 2022 (“ESOP–2022”)

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, the Board of Directors/Nomination & Remuneration Committee of the Board of Directors (hereinafter referred to as “Board”), be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of ESOP–2022, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity of the Companies Act, 2013 and rules thereunder.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of ESOP – 2022 and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

- 10.** To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution** for payment of commission to Mr. Arijit Sanyal, Managing Director & CEO of the Company

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof, approval of the Members of the Company beand is hereby accorded to pay ₹ 220 Lakhs as commission to Mr. Arijit Sanyal (DIN: 08386684), Managing Director & Chief Executive Officer of the Company, i.e. ₹ 73.33 Lakhs in excess of pro-rata annual salary for the financial year 2022-23 paid by the Company(₹ 146.67 Lakhs) between August 2022 and March 2023.”

On Behalf of the Board of Directors

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: June 3, 2023

Registered office:

B 301, Citi Point,

Next to Kohinoor Continental,

Andheri-Kurla Road,

Andheri (East), Mumbai - 400 059

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NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts relating to the business stated under Item Nos. 4 to 10 is annexed hereto.
2. The Ministry of Corporate Affairs (MCA) vide its General Circular no. 20 /2020 dated May 5, 2020, and General Circular No. 10/2022 dated December 28, 2022 allowed the companies to hold Annual General Meetings through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, this Annual General Meeting (AGM) is being held through Video Conferencing mode. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the 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

4. Attending e-AGM : Members will be provided with a facility to attend the e-AGM through video conferencing platform. Members may access the same at the given link by clicking the following link - [Click here to join the meeting](#) . 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.
5. 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
6. 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, 2023 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://Investor Relations | About HDFC Credila](#)

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7. All documents referred to in the accompanying explanatory statement will be available for inspection at the e-AGM
8. 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. The same will also be available for inspection at the e-AGM.
9. 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 Mr. V Srinivasa Rangan is set out in this Notice.
10. 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.
11. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2022-23, subject to PAN details registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed ₹ 5,000 (Rupees Five Thousand Only).

On Behalf of the Board of Directors

Akanksha Kandoi
Company Secretary

Place: Mumbai
Date: June 03, 2023

Registered office:
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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. 4 to 10 of this Notice.

Item No. 4

The Members of the Company at their Extra-Ordinary General Meeting (EGM) held on November 19, 2021 had appointed M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No. 109574W) as the Statutory Auditors of the Company for a period of 3 (three) years, to hold office with effect from the date of passing of the resolution until the conclusion of the 19th Annual General Meeting of the Company in terms of Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India ("RBI"). (Guidelines)

Pursuant to para 4 of the guidelines for Entities with asset size of ₹15,000 Crores and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms.

The total assets of the Company as at March 31, 2023 stood at ₹ 16,446 Crores and in accordance with the requirement of the aforesaid RBI Guidelines, the Audit Committee and the Board of Directors have recommended the appointment of M/s Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W), to act as the Joint Statutory Auditors of the Company for a period of 3 (three) consecutive years and to hold office with effect from the date of passing of this Resolution until the conclusion of the 21st AGM of the Company to be held in the calendar year 2026, subject to the said firm continuing to fulfil the applicable eligibility norms

M/s Gokhale & Sathe, Chartered Accountants is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 103264W.

M/s Gokhale & Sathe have consented to the said appointment and issued a certificate along with relevant information as mentioned in the RBI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The Board of Directors accordingly, recommends the appointment of M/s Gokhale & Sathe, Chartered Accountants as the Joint Statutory Auditors of the Company at the remuneration for the financial year 2023-24 as set out below:

Financial Year	Statutory Audit Fees ₹	Limited Review Fees ₹	ICFR ₹	RBI Certification Charges ₹	Total ₹
FY 2023-24	1,200,000	750,000	200,000	2,50,000	2,400,000

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None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise

Item No. 5

Considering the business growth of the Company, the Company would be required to borrow money in excess of the current limit of ₹ 20,000 Crores approved by the Members. It is proposed to increase this limit up to ₹ 23,000 Crores. In terms of Section 180 (1) (c) of the Companies Act, 2013, consent of Members is required for borrowing moneys exceeding the paid up share capital and free reserves of the Company. The approval of the Members is sought u/s 180 (1) (c) of the Companies Act 2013 to increase its borrowing powers from ₹ 20,000 Crores to ₹ 23,000 Crores.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

The Board of Directors recommends the resolution for your approval.

Item No. 6

The Company will require additional funds for the growth of its education loan portfolio. The Company intends to borrow funds by issue of secured or unsecured, redeemable Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt proposed, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions. Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 6 of this notice authorizing the Board to issue Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments which can be classified as being Tier I and / or Tier II capital under the provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, for cash either at par, premium or discount to the face value, up to an aggregate amount not exceeding ₹ 7,500 Crores, with various sub-limits for each instrument as may be decided by the Board of Directors , under shelf or one or more letters of offer as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board of Directors may deem fit and appropriate for each series, as the case may be; provided however that the borrowings by way of issue of Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments, will be within the overall limit of borrowings as approved by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

The Board of Directors recommends the resolution for your approval.

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Item No. 7

According to the Securities and Exchange Board Of (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 dated February 02, 2023, the Company is required to amend its Articles of Association (AOA) to incorporate the provision for appointment of Nominee Director by the Debenture Trustee.

Accordingly, the AOA of the Company is required to be altered to include the said provision.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

The Board of Directors recommends the resolution for your approval.

Item No. 8

Considering the contribution of Independent Directors of the Company in the growth and profitability of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company, had at their respective meetings held on April 17, 2023 approved the payment of performance based commission of ₹ 10 Lakhs each to Independent Directors of the Company.

The Board of Directors recommends the resolution for your approval.

All Independent Directors and their relatives are interested in the matter as set out in Resolution No. 8 of this Notice. None of the other Directors or Key Managerial Personnel of the company or their relatives are interested in the proposed Resolution, financially or otherwise.

Item No. 9

HDFC Credila Employee Stock Option Plan 2022 (ESOP-2022 / Scheme) was approved by the Nomination and Remuneration Committee on March 25, 2022 & April 13, 2022, and subsequently approved by the Members on March 31, 2022 & April 18, 2022 respectively.

The Committee through resolution by circulation on December 21, 2022, and in subsequent meeting on April 17, 2023 approved further changes in ESOP-2022.

Changes proposed to the HDFC Credila ESOP Scheme:

Pursuant to the proposed change in ownership and / or control of the Company, following changes are proposed in the Scheme to enable employees to exercise their stock options.

It is proposed that 100% of the granted Options will vest on completion of one year from the date of Grant. This will also be offered to employees who may not have completed 3 years of continuous service provided that the vesting will take place no sooner than one year from the date of Grant.

This will entail that:

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1. Change vesting schedule to bullet vesting i.e. 100% at one go on August 3, 2023 instead of 50% vesting on August 3, 2023 and balance 50% vesting on August 3, 2024 and similarly for other grants made subsequently by the Company till date.
2. Reduce the vesting period for employees who have not completed 3 years of service.
3. The ESOP Lender to offer Right of First Refusal (ROFR) to the promoter companies/ institutional members in case of default in ESOP loan availed by employees for exercise of options. In case, the ROFR is not exercised by the promoter companies/ institutional members, the ESOP lender may sell the shares to outside entities.

Accordingly, The Nomination and Remuneration Committee of the Board of Directors and the Board of Directors have approved the following amendments of the ESOP – 2022 at their meetings held on May 29, 2023 and May 31, 2023 respectively:

- ✓ Section 2.1.12 – Exercise Window frequency: Once has been replaced with twice. In the last line the suggested gaps in Exercise window has been added “with a gap of not more than six months between the two subsequent Exercise Windows”
- ✓ Section 2.1.24 – Sale Window frequency: Once has been replaced with twice. In the last line the suggested gaps in Sale window has been added “with a gap of not more than six months between the two subsequent Sale Windows”
- ✓ Section 8.1 – “may” has been replaced by” shall” in the below sentence.

“The Option Grantee shall be obliged to offer for sale all or any part of such Shares only to the holding company/ promoter companies/ institutional members and the said holding company/ promoter companies/ institutional members shall purchase such Shares at the then prevailing fair market value of the Shares as may be determined by an independent valuer based on a valuation methodology specified by the said holding company / promoter companies/ institutional members.”

- ✓ Additional paragraph added:

“Pursuant to any change in the ownership and / or control of the Company, all the outstanding options granted to employees shall vest on acceleration basis automatically, where the date of grant is more than one year prior, NRC may offer such accelerated vesting to employees who have not completed 3 years of continuous service provided that the vesting shall take place no sooner than one year from the date of Grant. The Exercise Window and the Sale Window shall open immediately upon accelerated vesting of options.”

- ✓ Section 10.5: New clause added:

“Pursuant to any change in the ownership and / or control of the Company, all the outstanding options granted to employees who have completed more than 3 years of continuous service, where the date of grant is more than one year prior, shall vest on acceleration basis automatically. NRC may offer such accelerated vesting to employees who have not completed 3 years of continuous service provided that the vesting shall take place no sooner than one year from the date of Grant. The Exercise Window and the Sale Window shall open immediately upon accelerated vesting of options.”

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✓ Section 18.3 (b): The below clause has been added after the ESOP financing clause:

“The ESOP Lender shall specify a condition of Right of First Refusal (ROFR) in the Loan Agreements entered into with the employees who avail loan for exercise of Options, obliging it to offer shares for sale at the first instance to the holding company/ promoter companies/ institutional members, in case of any default by the employee who has availed such loan. In case the ROFR is not exercised by the holding company/ promoter companies/ institutional members, the ESOP Lender shall have the right to sell the shares to other persons / entities.”

The Board of Directors recommends the resolution for your approval.

No one other than the Key Managerial Personnel of the Company may be deemed to be concerned or interested in these Resolutions only to the extent of any Stock Options that may be granted to them, and the resultant equity shares issued, as applicable.

Item No. 10

Mr. Sanyal, as MD & CEO, has led the business successfully over the last 3 years through transition from the erstwhile promoters, through COVID times and created a robust professional organization which has grown in market share with strong financial results.

He has consistently exceeded and overdelivered on all financial and qualitative parameters laid out as part of the CEO scorecard. The Company has added significant scale and grown exponentially in size with improving profitability and stable portfolio quality.

He has displayed solid stewardship during a very challenging period with the Company undergoing major corporate actions and leading the Company with minimum disruption while ensuring shareholder value creation.

Considering the contribution of Mr. Arijit Sanyal in the growth and operations and profitability of the Company, the Nomination and Remuneration Committee of Directors had at its meeting held on May 29, 2023 and Board of Directors as its meeting held on May 31, 2023, have approved the payment of Commission of ₹ 220 Lakhs for FY ended March 31, 2023

The Members at the Extra Ordinary General Meeting (EGM) of the Company, held on September 14, 2022, had granted approval for payment of Commission per annum to be equivalent to such sums as may be fixed by the Board or the Nomination and Remuneration Committee of the Company, subject to a ceiling of annual salary as approved at the aforesaid meeting.

Hence the commission per annum paid to Mr. Sanyal cannot exceed the pro-rata annual salary for the financial year 2022-23 paid by the Company (₹ 146.67 Lakhs) between August 2022 and March 2023.

The Members are requested to review and approve payment of additional commission of ₹ 73.33 Lakhs for the period of his deputation (April 2022 to July 2022).

The other terms and conditions of the appointment and remuneration of Mr. Sanyal, as listed out in the statement annexed to the Notice convening the Extra Ordinary General Meeting held on September 14, 2022 and approved by the Members of the Company, shall remain unchanged.

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

The salary payable to managing director & CEO is commensurate with the performance of the Company, which is in accordance with the remuneration policy, and is reviewed every year by the Nomination and Remuneration Committee. The Committee based on the performance and growth of the Company and various other factors, decides on annual increment.

The Board of Directors recommends the resolution for your approval.

Mr. Sanyal and his relatives are interested in the matter as set out at Resolution No. 10 of this Notice. None of the other Directors or Key Managerial Personnel of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

On Behalf of the Board of Directors

Akanksha Kandoi
Company Secretary

Place: Mumbai
Date: June 3, 2023

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

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Additional Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding re-appointment of Mr. V. Srinivasa Rangan, Director retiring by rotation.

Name of the Director	Mr. V. Srinivasa Rangan
Director Identification Number	00030248
Age	63
Nationality	Indian
Qualification	Bachelor's Degree in Commerce Associate of The Institute of Chartered Accountants of India
Brief Profile	Mr. V. Srinivasa Rangan is the Executive Director of Housing Development Finance Corporation Limited (HDFC). He holds a Bachelor's degree in Commerce and is an Associate of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India. Mr. Rangan joined HDFC in 1986 and served in Delhi Region. He was the Senior General Manager, Corporate Planning & Finance function at Head office since 2000. He was appointed as the Executive Director of HDFC in 2010. He is responsible for the Treasury, Resources and Accounts functions of HDFC.
No. of shares held	NIL
Terms and conditions of appointment/reappointment	Non-Executive Director liable to retire by rotation
Last drawn remuneration	₹ 30,00,000
Date of first appointment on Board	December 24, 2009
Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during financial year 2022-23	Attended all 6 Board Meetings held during the financial year 2022-23
Directorships held in other companies	HDFC Trustee Company Limited Atul Limited HDFC Investments Limited Computer Age Management Services Limited Housing Development Finance Corporation Limited TVS Credit Services Limited HDFC Education And Development Services Private Limited H T Parekh Foundation
Membership/Chairmanship of committees in other companies	As given below:

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Details of Membership in other Companies

Sr. No.	Name of The Company	Name Of Committee	Shareholders / Chairman
1	Atul Limited	Audit	Member
2	HDFC Education And Development Services Private Limited	Audit	Member
		Allotment - Equity	Member
		Allotment - Debt	Member
3	HDFC Investments Limited	Audit	Member
		Nomination & Remuneration	Chairman
		Risk Management	Member
		Corporate Social Responsibility	Member
4	HDFC Trustee Company Limited	Audit	Member
		Customer Service	Member
		Risk Management	Member
5	TVS Credit Services Limited	Audit	Member
		Nomination & Remuneration	Member
		Risk Management	Member
6	Housing Development Finance Corporation Limited	Stakeholder Relationship	Member
		Corporate Social Responsibility	Member
		Risk Management	Member
7	Computer Age Management Services Limited	Nomination & Remuneration	Member
8	HDFC Capital Advisors Limited	Investment Advisory Board	Member