

# 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](mailto:investor@hdfccredila.com) Website: [www.hdfccredila.com](http://www.hdfccredila.com)

CIN: U67190MH2006PLC159411

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## NOTICE TO THE SHAREHOLDERS

Notice (shorter notice) is hereby given that the Extra-Ordinary General Meeting of the shareholders of HDFC Credila Financial Services Limited will be held on Saturday, August 26, 2023 at 11:00 A.M in the Conference Room, HDFC House, 165/166, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai- 400020 to transact the following business:

### Special Business:

**1. To consider, and if thought fit, to pass the following Resolution as a Special Resolution for approving the limit and sub-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 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.30,000 Crores (Rupees Thirty 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 etc. 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.”

On Behalf of the Board of Directors

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Akanksha Kandoi  
Company Secretary

Place: Mumbai  
Date: August 25, 2023

Registered Office 301, Citi Point,  
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.

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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 No.1 of this Notice.

### Item No. 1

The shareholders had approved borrowing of funds upto Rs.23,000 crores in terms of Section 180 (1)(c) of the Companies Act, 2013 at the Annual General Meeting held on June 6, 2023.

As per projected disbursements of ~Rs. 12,000 Crores for FY 2023-24, the Company will need net incremental borrowing of ~Rs. 9,850 crores after considering debt servicing obligations, cash-flows from education loan repayments, and equity infusion. The Company has till date ie. YTD FY 2023-24 (till August 18, 2023) already disbursed ~ Rs. 6,190 crores. The disbursements and the other cash flow requirements for opex and servicing of liabilities have largely been financed by incremental borrowings from Banks. The approved limit for bank borrowing is nearing exhaustion it is now proposed to increase the borrowing power of the Board to Rs.30,000 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 within the overall borrowing limits set by the shareholders.

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 recommends the resolution for your approval.

On Behalf of the Board of Directors

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Akanksha Kandoi  
Company Secretary

Place: Mumbai  
Date: August 25, 2023

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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 in the Conference Room, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 on Saturday, August 26, 2023 at 11:00 A.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 shareholder (s):		E-mail:	
Registered Address:		Folio no./Client ID:	
		DP ID:	

I/We being the shareholder(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 Saturday, August 26, 2023 in the Conference Room, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 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	To consider, and if thought fit, to pass, with or without modification(s), the Special Resolution for approving the limits of borrowing by the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature of shareholder (s): \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

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

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## ROUTE MAP TO THE EGM VENUE

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