

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) is hereby given that the Extra- Ordinary General Meeting ('EGM') of the Members of HDFC Credila Financial Services Limited ('Company') will be held on Thursday, March 07, 2024 at 8:15 p.m. at Conference Room, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020.

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

Special Business:

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

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for Issuance of Shares on Preferential Basis by the Company:

“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 Bank 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

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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 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 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

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that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

On Behalf of the **Board of Directors**

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: March 07, 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 07, 2024

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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

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 1,91,28,540 equity shares (“**Equity Shares**”) of face value of INR 10 each at a price of INR 681.50 per share (Face value INR 10 and Premium of INR 671.50 per share) to the following persons (“**Proposed Allottees**”) on a preferential basis through private placement which has been approved by the Board of Directors of the Company at its meeting held on March 07, 2024.

Name of the Proposed Allottees	Number of Equity Shares	Price Per Equity Share (in INR)	Consideration (Amount 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

The Equity Shares allotted in the Preferential Issue shall rank *pari passu* in all respects with the existing equity shares of the Company. The management proposes to use the proceeds from the Preferential Issue for augmenting the Tier I capital, which will be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company. Accordingly, the approval of the Shareholders is required in accordance with Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto or reenactment thereof for the time being in force) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, each amended from time to time, and other applicable rules made thereunder, and all applicable rules, regulations and guidelines issued by the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and the rules specified thereunder (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) or any other authority and pursuant to the memorandum of association and articles of association of the Company and the terms of the any agreement that shall be entered into by the Company with the Proposed Allottee in relation to the Preferential Issue. Also an offer or invitation to subscribe securities under the private placement shall not be made to persons more than two hundred in the aggregate in a financial year.

Further details of the Preferential Issue are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rules 13 of the Companies (Share Capital and Debenture) Rules, 2014:

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Particulars of the Preferential Issue including date of passing of Board Resolution: The Board has pursuant to its resolution dated March 07, 2024 accorded its approval for raising funds by issuing up to 1,91,28,540 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through private placement, at a price of INR 681.50 per Equity Share, including a premium of INR 671.50 per Equity Share. The Equity Shares allotted in the Preferential Issue shall rank in all respects *pari passu* with the existing equity shares of the Company.

1. The objects of the Preferential Issue: The proceeds from the issue will be utilized for the purpose of augmenting the Tier I capital to be identified by the Board, and for meeting requirements of funds for general corporate purposes of the Company.
2. The total number of shares to be issued: 1,91,28,540 Equity Shares, in one or multiple tranches, as may be applicable.
3. Kinds of securities offered and the price at which security is being offered: Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of INR 681.50 per Equity Share, including a premium of INR 671.50 per Equity Share.
4. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer: Price arrived as per Fair Value method. A copy of the valuation report dated February 28, 2024 issued by Nitish Chaturvedi, registered valuer with registration no.: IBBI Registration No. IBBI/RV/03/2020/12916; COP No. ICSI RVO/COP/SFA0420/136, shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M.
5. Name and address of valuer who performed valuation: The valuation of the Equity Shares has been carried out by Nitish Chaturvedi, registered valuer with registration no.: IBBI Registration No. IBBI/RV/03/2020/12916; COP No. ICSI RVO/COP/SFA0420/136, having its office at Unit No. 8, 2nd Floor, Senior Estate, 7/C, Parsi Panchayat Road, Andheri (East), Mumbai - 400069
6. Relevant date with reference to which the price has been arrived at: December 31, 2023 as per valuation report issued by as per valuation report dated February 28, 2024 issued by Nitish Chaturvedi, registered valuer .
7. Amount which the company intends to raise by way of such securities: Up to INR 13,036,100,010
8. Material terms of raising such securities: Issuance and Allotment of 1,91,28,540 Equity Shares at INR 681.50 per Equity Share including a premium of INR 671.50 per Equity Share at cash may be done in one or multiple tranches, as may be applicable.
9. Proposed time schedule: Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as may be prescribed under any applicable laws.
10. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

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11. Principal terms of assets charged as securities: Not Applicable
12. The class or classes of persons to whom the allotment is proposed to be made: The Proposed Allottees are body corporates and partnership firms.
13. Intention of promoters, directors or key managerial personnel to subscribe to the offer: The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.
14. The proposed time within which the allotment shall be completed: Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as may be prescribed under any applicable laws.
15. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. no.	Name of the Proposed allottee	% of post preferential offer Capital*
1.	Kopvoorn B.V.	72.01%
2.	Moss Investments Limited	16.33%
3.	Defati Investments Holding B.V.	0.93%
4.	Infinity Partners	0.74%

**The post preferential offer capital:*

- 1) *Includes Private Placement of an aggregate of 1,91,28,540 shares to Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V. and Infinity Partners*
 - 2) *Includes Sale of an aggregate of 14,01,72,180 shares by HDFC Bank Limited and 19,69,500 shares by individual shareholders to Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V. and Infinity Partners*
 - 3) *Assumes that 6,54,474 ungranted ESOPs remain unchanged at Closing, Mr. Arijit Sanyal does not exercise and sell 250,000 of his ESOPs at Closing, and Company cancels 11,98,591 ESOPs on or before Closing. Further, the post-preferential offer Capital set out above is based on the paid-up share capital of the Company and does not account for dilution pursuant to the number of ungranted ESOPs set out above and unexercised ESOPs held by Mr. Arijit Sanyal.*
16. The change in control, if any, in the company that would occur consequent to the preferential offer: There will be no change in control of the Company pursuant to this preferential offer. However, simultaneous with the issuance and allotment of equity shares to the proposed allottees, HDFC Bank Limited is proposing to transfer up to 90% of the shares held by it in the Company, and certain individual shareholders of the Company are proposing to transfer up to 100% of the shares held by them in the Company, to the proposed allottees, resulting in a change in control of the Company from HDFC Bank Limited to one of the proposed allottees, viz., Kopvoorn B.V.
 17. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: The Company has not made any allotments of any securities on a preferential basis in the current financial year or the current

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calendar year.

18. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable since the issuance and allotment of the Equity Shares is being made for cash.
19. The pre issue and post issue shareholding pattern of the company: Attached as **Annexure A**.

Additional Disclosures which are required to be made under Section 102 of the Companies Act, 2013:

Particular	Remarks
To specify the nature of concern or interest, financial or otherwise, of every director and the manager and of every other key managerial personnel (KMP) and relatives of the said persons.	None of the Directors, manager or Key Managerial Personnel or their relatives is interested financially or otherwise in the proposal.
To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As above.
Where any item of Special Business to be transacted at the meeting relates to or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that company.	Nil.
Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.	Necessary documents are available for inspection of members at the Registered Office of the Company during normal business hours (9:00 am to 6:00 pm) on any working day, including Saturday and the date of the Extraordinary General Meeting.

The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolution in the meeting.

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On Behalf of the Board of Directors

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: March 07, 2024

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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 Thursday, March 07, 2024 at 07:30 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 Members of the Company to be held on Thursday, March 07, 2024 at 07:30 p.m. in the Conference Room, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 On 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 Issue, Offer and Allot Equity shares on Preferential basis			

Signed this _____ day of _____, 2024

Signature of Member(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 Member of the Company.
3. A person appointed as proxy shall act on behalf of not more than fifty (50) members 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

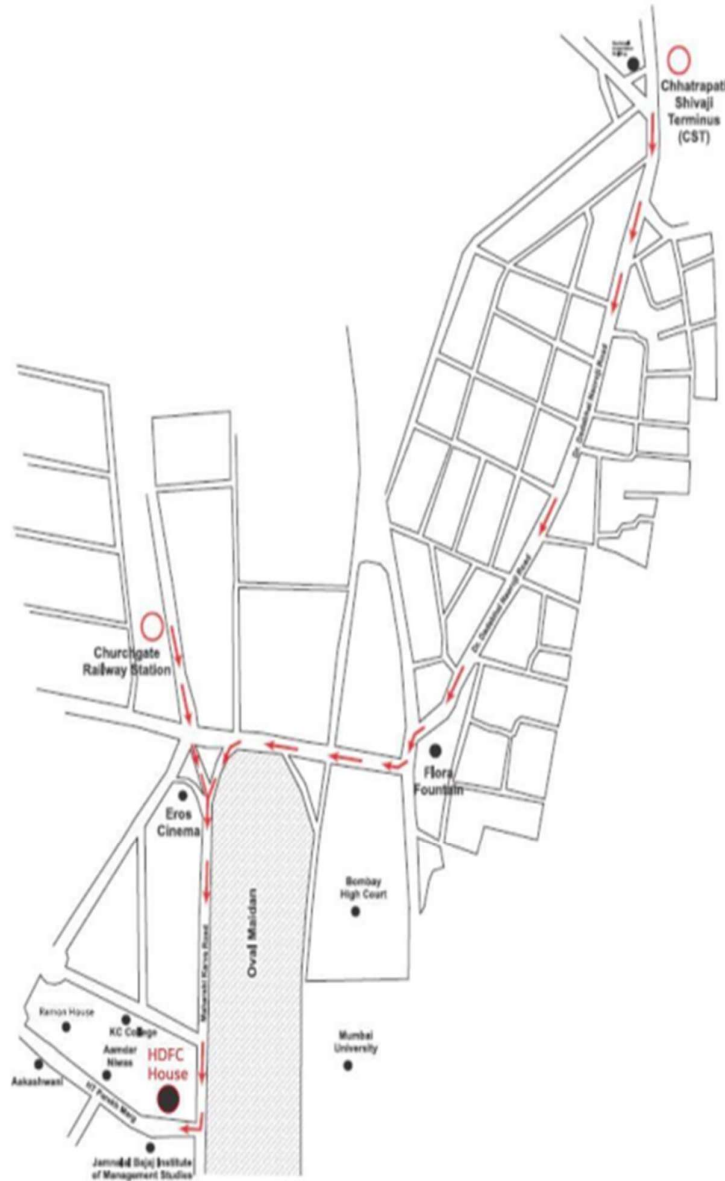
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ROUTE MAP TO THE EGM VENUE



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ANNEXURE A

PRE-ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY

Sr. No	Category	Pre-issue		Post -issue*	
		No. of shares held	(%) of shareholding	No. of shares held	(%) of shareholding
A	Promoters' holding				
1	Indian				
	Individual				
	Bodies Corporate	15,80,71,185	98.77%	1,78,99,005	9.99%
	Sub-total	15,80,71,185	98.77%	1,78,99,005	9.99%
2	Foreign promoters				
	Sub-total (A)	15,80,71,185	98.77%	1,78,99,005	9.99%
B	Non-promoters' holding				
1	Institutional Investors				
2	Non-Institutional Investors				
	Private Corporate Bodies			16,12,70,220	90.01%
	Directors and relatives				
	Indian public				
	Others (including Non-resident Indians)	19,69,500	1.23%		
	Sub-total (B)	19,69,500	1.23%	16,12,70,220	90.01%
	GRAND TOTAL	16,00,40,685	100%	17,91,69,225	100%

*The post issue shareholding pattern:

- 1) Includes Private Placement of an aggregate of 1,91,28,540 shares to Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V. and Infinity Partners
- 2) Includes Sale of an aggregate of 14,01,72,180 shares by HDFC Bank Limited and 19,69,500 shares by individual shareholders to Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V. and Infinity Partners
- 3) Assumes that 6,54,474 ungranted ESOPs remain unchanged at Closing, Mr. Arijit Sanyal does not exercise and sell 250,000 of his ESOPs at Closing, and Company cancels 11,98,591 ESOPs on or before Closing. Further, the post-preferential offer Capital set out above is based on the paid-up share capital of the Company and does not account for

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dilution pursuant to the number of ungranted ESOPs set out above and unexercised ESOPs held by Mr. Arijit Sanyal.