

# HDFC Credila Financial Services Private Limited

Regd. Office: B-301, Citi Point, Andheri-Kurla Road, Andheri (East), Mumbai - 400 059  
Tel: +91-022-28266636 Email: [investor@hdfccredila.com](mailto:investor@hdfccredila.com) Website: [www.hdfccredila.com](http://www.hdfccredila.com)  
CIN: U67190MH2006PTC159411

## SHORTER NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extraordinary General Meeting of the members of HDFC Credila Financial Services Private Limited will be held on Monday, August 5, 2019 at 11:00 a.m at the office of Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 to transact the following business:

### SPECIAL BUSINESS:

**1. Issuance of Redeemable Non-Convertible Debentures, Perpetual Debt Instruments and Sub- Debt on a private placement basis.**

To consider, and if thought fit, to pass, the following resolution as a Special Resolution for issuance of Redeemable Non-Convertible Debentures, Perpetual Debt Instruments and Sub- Debt 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, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Simplified Listing Agreement for Debt Securities, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable guidelines, directions or laws, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“hereinafter referred to as “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 Rs.1775 crore, under one or more letters of offer as may be issued by the Company, and in one or more series and in one or more tranches, during a period of one year commencing from the date of this Extra Ordinary 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.”

“RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

**2. Reclassification of Authorized Share Capital of the Company 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:



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“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:

Authorized Share Capital	Equity Share Capital	Preference Share Capital	Total (Rs.)
Current Authorized Share Capital	Rs. 88,00,00,000 divided into Rs. 8,80,00,000 Equity Shares of Rs.10/- each	Rs. 67,00,00,000 divided into 6,70,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each	Rs. 155,00,00,000
Proposed Revised Authorized Share Capital	Rs. 108,00,00,000 divided into 10,80,00,000 Equity Shares of Rs.10/- each	Rs. 47,00,00,000 divided into 4,70,00,000 Compulsorily Convertible Preference Shares of Rs.10/- each	Rs. 155,00,00,000

“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*
- *10,80,00,000 (Ten Crore Eighty Lakhs) Equity Shares of Rs. 10/- each, and*
  - *4,70,00,000 (Four Crore Seventy Lakh) Compulsorily Convertible Preference Shares of Rs.10/- each”*

“RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

By Order of the Board of Directors



*Akanksha Kandoi*  
Akanksha Kandoi  
Company Secretary

Date: July 27,2019  
Place: Mumbai

# HDFC Credila Financial Services Private Limited

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## 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 statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed herewith and the same should be taken as part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
3. Corporate Members intending to send their authorized representatives to attend the Meeting 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 Meeting.
4. A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to all the business of the proposed EGM is annexed herewith and the same should be taken as part of this Notice.
7. All documents referred to in this Notice and Statement setting out material facts and other registers are open for inspection by the Members on the date of the EGM at the venue of the meeting and also at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Sundays and national holidays, from the date hereof up to the date of the EGM.



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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice dated August 4, 2018:

### Item No. 1

The Company's business has been growing quite well and the education loan portfolio quality also continues to be excellent. Based on the business projections as per the current trends, the Company will require additional funds and financing for the growth of its education loan portfolio.

In terms of the provisions of Sections 42, 71 and other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company seeks the shareholders' approval for issue of NCDs, Perpetual Debt Instruments, Sub Debt by way of special resolution on a private placement basis, on such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board of Directors. Section 42 of the Companies Act, 2013 and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014, allows a Company to pass a special resolution once in a year for all the offer or invitation for Non-Convertible debentures to be made during the year through a private placement basis in one or more tranches.

At the Extra Ordinary General Meeting of the Company held on August 6, 2018, the Shareholders had approved the issuance of 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, (hereinafter collectively referred to as "debentures") for cash either at par, premium or discount to the face value, up to an aggregate amount not exceeding Rs. 2225 crore, during a period of one year commencing from the date the 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.

The Company has outstanding debentures of Rs.2225 Crores as on the date of this notice. It is now proposed to issue additional debentures of Rs.1775 Crores during a period of 12 months from the date of this meeting, such that the total borrowings by such issuance does not exceed Rs 4000 Crores.

The approval of the members is therefore sought for issue of Debentures, on a private placement basis, in one or more series, in one or more tranches, for a period of one year from the date of passing the resolution, on the following terms and conditions:

- (a) particulars of the offer including date of passing of Board resolution; July 27,2019
- (b) kinds of securities offered and the price at which security is being offered: As may be determined by the Board of Directors (or any other person authorized by the Board of Directors), at the prevailing market condition from time to time;
- (c) basis or justification for the price (including premium, if any) at which the offer or invitation is being made: prevailing market condition from time to time;
- (d) name and address of valuer who performed valuation: Not applicable;
- (e) amount which the company intends to raise by way of such securities: upto Rs.1775 crore during a period of one year from the date of shareholders' approval by issue of Debentures in one or more series and one or more tranches, on private placement basis



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(f) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: As may be determined by the Board of Directors (or any other person authorized by the Board of Directors) from time to time;

The Directors recommend this Resolution for approval of members as a Special Resolution.

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. 2

The present Authorized Share Capital of the Company is Rs. 155,00,00,000/- (Rupees One hundred fifty five crore only) comprising of:

- 8,80,00,000 Equity Shares of Rs. 10/- each
- 6,70,00,000 Compulsory Convertible Preference Shares of Rs.10/-each

The present paid up capital of the Company is Rs. 1,31,72,58,750 /- comprising of:

- 8,47,25,896 Equity Shares of Rs 10/- each
- 4,69,99,979 Compulsory Convertible Preference 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 Authorised Preference Share Capital and increasing the Authorised 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 of the Company or their relatives are interested in the proposed Resolution, financially or otherwise.

By Order of the Board of Directors



  
Akanksha Kandoi  
Company Secretary

### Registered office:

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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 Member	

I hereby record my presence at the Extra Ordinary General Meeting of the Members of the Company held at the office of Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 to transact the following business on Monday, August 5, 2019 at 11.00 a.m.

Full name of the Member/ Proxy attending the meeting	
Member'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 Private Limited, hereby appoint:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
E-mail: \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_, Or failing him / her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
E-mail: \_\_\_\_\_  
\_\_\_\_\_  
Signature: \_\_\_\_\_, Or failing him / her
- 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 Monday, August 5, 2019, at 11.00 A.M. at B the office of Housing Development Finance Corporation Limited at 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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Sl. No.	Brief details of the resolution	Optional (Refer note no. 4)		
		FOR	AGAINST	ABSTAIN
1.	Approving the issue of Non-Convertible Debentures, Perpetual Debt Instruments and Sub debt (collectively referred to as “debentures”) up to an amount of Rs. 1775 Crores			
2.	Approving the Reclassification of Authorized Share Capital of the Company and amendment of Clause V of the Memorandum of Association of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

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

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

Affix  
Revenue

**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.
4. Optional. Please put a ‘√’ in the appropriate column against the resolutions indicated in the box.

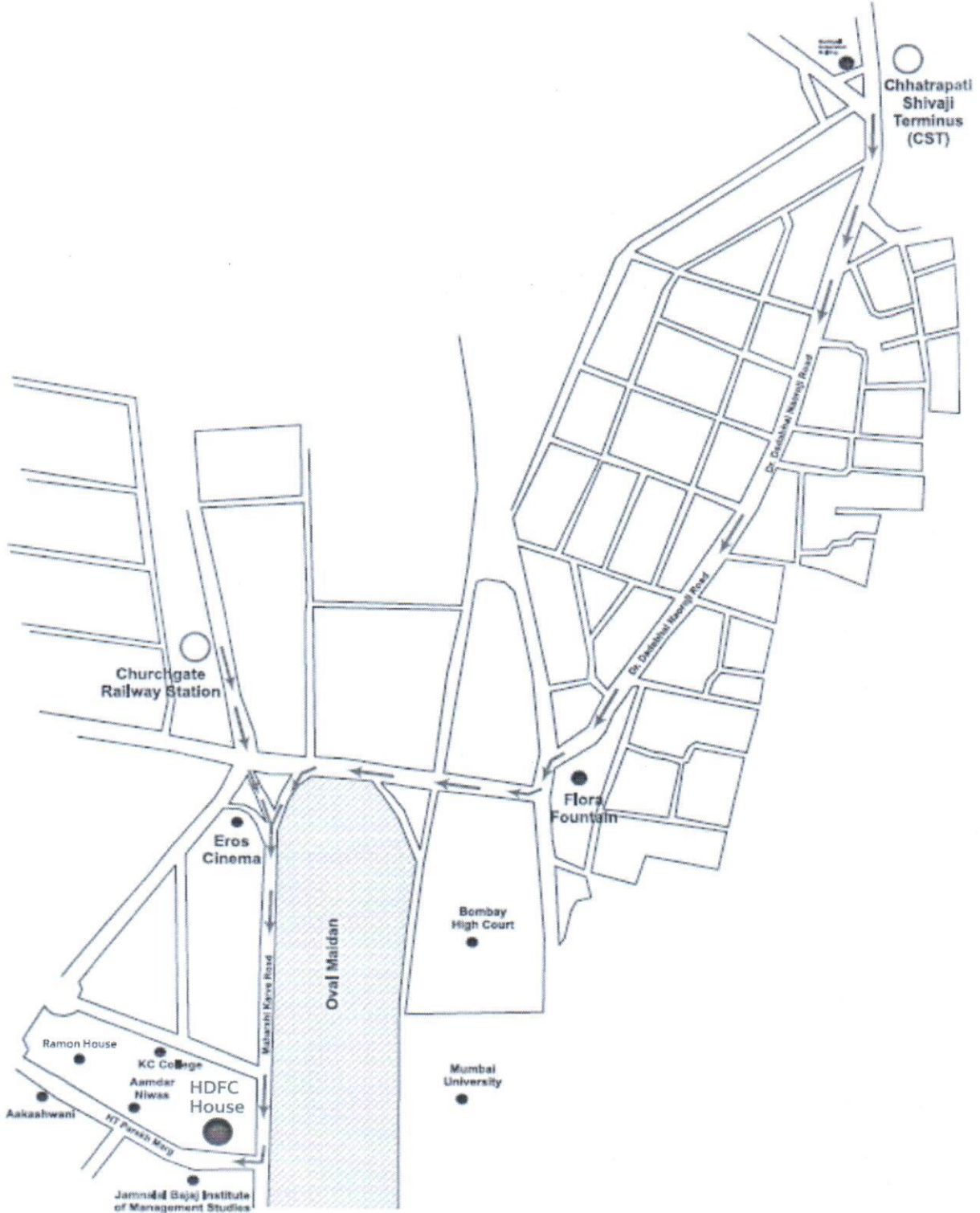
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ROUTE MAP TO THE VENUE

