

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 is hereby given that an Extra- Ordinary General Meeting ('EGM') of the Members of HDFC Credila Financial Services Limited ('Company') will be held at a shorter notice on Thursday, June 20, 2024, at 2:00 p.m. (IST) at EQT Partners, Unit 801 & 802, Piramal Tower, Peninsula Corporate Park, G.K. Marg, Lower Parel West, Mumbai - 400013, to transact the following businesses:

Special Business:

1. ISSUANCE OF NON-CONVERTIBLE DEBENTURES AND/OR HYBRID INSTRUMENTS ON A PRIVATE PLACEMENT BASIS

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of any previous resolutions to this effect and pursuant to the provisions of Sections 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and other applicable rules and regulations including any statutory modifications or re-enactment thereof for the time being in force and subject to applicable regulations, rules and guidelines prescribed by the Securities and Exchange Board of India and the Reserve Bank of India and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board has or may hereafter constitute), for making offer(s) or invitation(s) to identified investors from time to time to issue listed, secured / unsecured, redeemable, whether subordinated in ranking or not, and having a fixed maturity period/perpetual in tenure, non-convertible debentures/ bonds (including subordinated bonds and perpetual debt instruments) on a private placement basis, in dematerialised form, for cash at par / at premium / at discount in 1 (one) or more series / tranches for an aggregate amount, not exceeding Rs. 75,00,00,00,000 (Rupees Seven Thousand Five Hundred Crores only) (“**Overall Limit**”) for a period of 1 (one) year from the date hereof (collectively the “Debentures”), and the consent of the shareholders of the Company be and is hereby accorded to the Board for making the offer(s) or invitation(s) to subscribe to such Debentures for a period of 1 (one) year from the date hereof, with such issue size, coupon/interest rate, pricing, tenor from time to time in one or more tranches/series under applicable law subject to the following:

- (a) **Maximum tenure:** tenor of each series / tranche of the Debentures not to exceed 120 (One Hundred and Twenty) months from the date of allotment of the relevant series / tranche of the Debentures or such other tenor as may be prescribed under applicable laws;
- (b) **Minimum tenure:** tenor of each series / tranche of the Debentures to be a minimum of such tenor as may be prescribed by statute or regulatory authorities;
- (c) Rate of interest / coupon rate payable on the issue of Debentures shall be the rate prescribed under the relevant Key Information Document and/ or Private Placement Offer cum Application Letter for such series / tranche of Debentures;
- (d) **Issue Size:** upto the Overall Limit (as defined hereinafter) in aggregate, including by way of issuance in multiple tranches/ series;
- (e) **Nature of Instrument:** the appropriate description of the Debentures to be issued would be as set out in the General Information Document read with the relevant Key Information Document and/ or Private Placement Offer cum Application Letter issued for each

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tranche/series thereunder (the “Disclosure Documents”);

- (f) **Object of issue of the Debentures:** augmenting the resources of the Company for its financing/refinancing/lending activities, working capital and general corporate purposes or such other purposes as may be identified in the transaction documents executed in relation to the Debentures and as permissible under applicable law;
- (g) The face value of each series / tranche of Debentures shall be as may be prescribed under the relevant Key Information Document and/ or Private Placement Offer cum Application Letter for such series / tranche of Debentures and shall be subject to any face value prescribed under applicable law;

and such other terms and conditions as shall be set out in the transaction documents to be issued/ executed by the Company for each tranche/series of Debentures.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to all of the aforesaid special resolutions, the Board or any committee thereof be and is hereby authorised to further authorise any person(s), on behalf of the Company, to finalise terms, tenor and amount, security, coupon rate, interest rate, invite subscription, allot Debentures, settle, sign, deliver, affix the common seal of the Company, wherever necessary or required, in accordance with law and the Articles of Association of the Company and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid special.”

2. 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**:

“**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 (‘hereinafter referred to as the “**Board**” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board has or may hereafter constitute), the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot up to 22,010,272 equity shares of face value of Rs. 10 (Rupees Ten only) each fully paid up, on a preferential basis, at a price of Rs. 681.50 (including premium of Rs. 671.50) per equity share, aggregating to an amount of Rs. 1500,00,00,368 (Rupees One Thousand Five Hundred Crores and Three Hundred Sixty Eight) which is the price determined and certified by the registered valuer with respect to relevant date i.e. March 31,

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2024, for cash by way of preferential issue on a private placement basis (“**Preferential Issue**”) to Shinhan Bank Co. Ltd (“**Proposed Allottee**”), in such manner and upon such terms and conditions as may be deemed appropriate by the Board and in accordance with the applicable laws, rules and regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid equity shares to be so created, offered, issued and allotted to the Proposed Allottee 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 have the same rights of voting as the existing equity shares and be treated for all other purposes *pari-passu* with the existing equity shares of the Company except that the New Equity Shares so allotted, shall be entitled to dividend, if any declared for the financial year 2024-25 proportionately from the date of allotment.

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 Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter cum application letter in Form PAS-4 as prescribed under the Act (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, inviting the Proposed Allottee to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the draft of the Private Placement Offer Letter cum application letter in Form PAS-4 along with the application form, as tabled before the meeting, for offer of the Equity Shares of the Company to be issued to the Proposed Allottee on aforementioned terms, be and is hereby approved.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate account in accordance with Section 42 of the Act 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 this 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 Act, annexed hereto, which shall be deemed to form part hereof:

- a) The Proposed Allottee 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 Allottee from their respective bank accounts to 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

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documents with the Registrar of Companies, Depositories and/ or such other Authorities as may be necessary for the purpose, admission of such equity shares with the Depositories, viz. National Securities Depository Limited (“NSDL”) and Central Depository Services Limited (“CDSL”), and for the credit of such equity shares to the demat account of the Proposed Allottee, 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 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 that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

On Behalf of the **Board of Directors**

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: June 18, 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. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts and the reasons for the proposals set out above is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE, DULY COMPLETED AND SIGNED BEFORE COMMENCEMENT OF THE EGM.
3. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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. 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.
5. Shareholders desiring any information relating to the proposed issue 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.
6. The route map of the EGM venue is also annexed to this Notice.

On Behalf of the **Board of Directors**

Akanksha Kandoi
Company Secretary

Place: Mumbai

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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 and Item No. 2, of this Notice.

Item No. 1

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, for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Pursuant to the provisions of Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of securities on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of any issuance of listed, secured / unsecured, redeemable, whether subordinated in ranking or not, and having a fixed maturity period/ perpetual in tenure, non-convertible debentures/ bonds (including subordinated bonds and perpetual debt instruments) on a private placement basis, in dematerialised form, for cash at par / at premium / at discount in 1 (one) or more series / tranches for an aggregate amount, not exceeding Rs. 75,00,00,00,000 (Rupees Seven Thousand Five Hundred Crores only) ("Overall Limit") for a period of 1 (one) year from the date on which the members have provided the approval by way of the special resolution (collectively the "Debentures").

The disclosures required pursuant to the provisions of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

- a) **Particulars of the offer including date of passing of board resolution:** This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debentures in 1 (one) or more series/tranches, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- b) **Kinds of securities offered and price at which security is being offered:** This special resolution is presently restricted to the private placement issuance of listed, secured / unsecured, redeemable, whether subordinated in ranking or not, and having a fixed maturity period/ perpetual in tenure, non-convertible debentures (including subordinated bonds and perpetual debt instruments) with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time;
- c) **Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:** Not applicable;
- d) **Name and address of valuer who performed valuation:** Not applicable;

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- e) **Amount which the company intends to raise by way of such securities:** As may be determined by the Board of Directors from time to time but subject to the Overall Limit;
- 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:** This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debentures in 1 (one) or more tranches/series, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.

The Directors recommend the passing of the special resolution in Item No. 1 of the accompanying Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the special resolution in Item No. 1 of the accompanying Notice.

Item No. 2

In order to meet the capital requirement for funding the growth of the Company, the Board of Directors at its meeting held on April 2, 2024, approved raising of capital by way of issue of equity shares, for an amount of Rs. 1500,00,00,368, on a preferential basis through private placement.

In terms of the valuation report dated June 7, 2024, issued by Nitish Chaturvedi, registered valuer (registration number: IBBI registration no. ibbi/rv/03/2020/12916; cop no. ICSI rvo/cop/sfa0420/136), the fair value of equity shares of the Company is Rs. 681.50, determined as per discounted cash flow method. Consequently, the Board vide Circular Resolution passed on June 18, 2024, approved the proposed offer of 22,010,272 equity shares of face value of Rs. 10 (rupees ten only) each fully paid up, on a preferential basis, at a price of RS. 681.50 (including premium of Rs. 671.50) per equity share, aggregating to an amount of Rs. 1500,00,00,368 to Shinhan Bank Co. Ltd (“**Proposed Allottee**”) on a preferential basis through private placement.

The Equity Shares to be allotted in the Preferential Issue shall rank *pari passu* in all respects with the existing equity shares of the Company except that the new Equity Shares shall be entitled to dividend, if any declared for the financial year 2024-25, proportionately from the date of allotment. 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.

Pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 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, 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 any agreement that shall be entered into by the Company with the Proposed Allottee in relation to the Preferential Issue, the Company

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is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation to subscribe to securities through private placement basis.

The disclosures required pursuant to provisions of Sections 42 and 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 are set out hereinbelow:

- Particulars of the Preferential Issue including date of passing of Board Resolution:** The Board has pursuant to its resolution dated April 2, 2024 read with Circular Resolution passed by the Board on June 18, 2024, accorded its approval for raising funds by issuing up to 22,010,272 Equity Shares of face value of Rs. 10 (Rupees Ten) each on preferential basis through private placement, at a price of Rs. 681.50 per Equity Share, including a premium of Rs. 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 except that the new Equity Shares will be entitled to dividend, if any declared for the financial year 2024-25, proportionately from the date of allotment.
- 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.
- The total number of shares to be issued:** 22,010,272 Equity Shares, in one or multiple tranches, as may be applicable.
- 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 Rs. 681.50 per Equity Share, including a premium of Rs. 671.50 per Equity Share.
- 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 June 7, 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.
- 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.
- Relevant date with reference to which the price has been arrived at:** March 31, 2024 as per valuation report dated June 7, 2024 issued by Nitish Chaturvedi, registered valuer.
- Amount which the company intends to raise by way of such securities:** Up to Rs. 1500,00,00,368
- Material terms of raising such securities:** Issuance and Allotment of 22,010,272 Equity Shares at Rs. 681.50 per Equity Share including a premium of Rs. 671.50 per Equity Share at cash may be done in one or multiple tranches, as may be applicable.

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10. 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.
11. 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.
12. Principal terms of assets charged as securities: Not Applicable
13. The class or classes of persons to whom the allotment is proposed to be made: The Proposed Allottee is a body corporate (Foreign Bank).
14. Intention of promoters, directors or key managerial personnel to subscribe to the offer: The Equity Shares shall be offered to the Proposed Allottee 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.
15. 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.
16. 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.	Shinhan Bank Co. Ltd.	10.94%

17. 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.
18. 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 allotment on preferential basis/private placement/ rights issue during the financial year 2024-25.
19. 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.
20. The pre issue and post issue shareholding pattern of the company: Attached as **Annexure A**.

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) until the date of the Extraordinary General Meeting.

The Directors recommend the passing of the special resolution in Item No. 2 of the accompanying Notice.

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None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the special resolution in Item No. 2 of the accompanying Notice.

On Behalf of the Board of Directors

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: June 18, 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 at EQT Partners, Unit 801 & 802, Piramal Tower, Peninsula Corporate Park, G.K. Marg, Lower Parel West, Mumbai – 400013, on Thursday, June 20, 2024 at 2:00 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) holding _____ 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, June 20, 2024 at 2:00 p.m. at EQT Partners, Unit 801 & 802, Piramal Tower, Peninsula Corporate Park, G.K. Marg, Lower Parel West, Mumbai - 400013, or at any adjournment(s) thereof, in respect of such resolutions in the manner as indicated below:

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

Sr. No.	Brief details of the resolution	Optional		
		FOR	AGAINST	ABSTAIN
1.	Issuance of Non-Convertible Debentures and/or hybrid instruments on a private placement basis			
2.	Issue of Equity Shares by way of a private placement on a 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 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

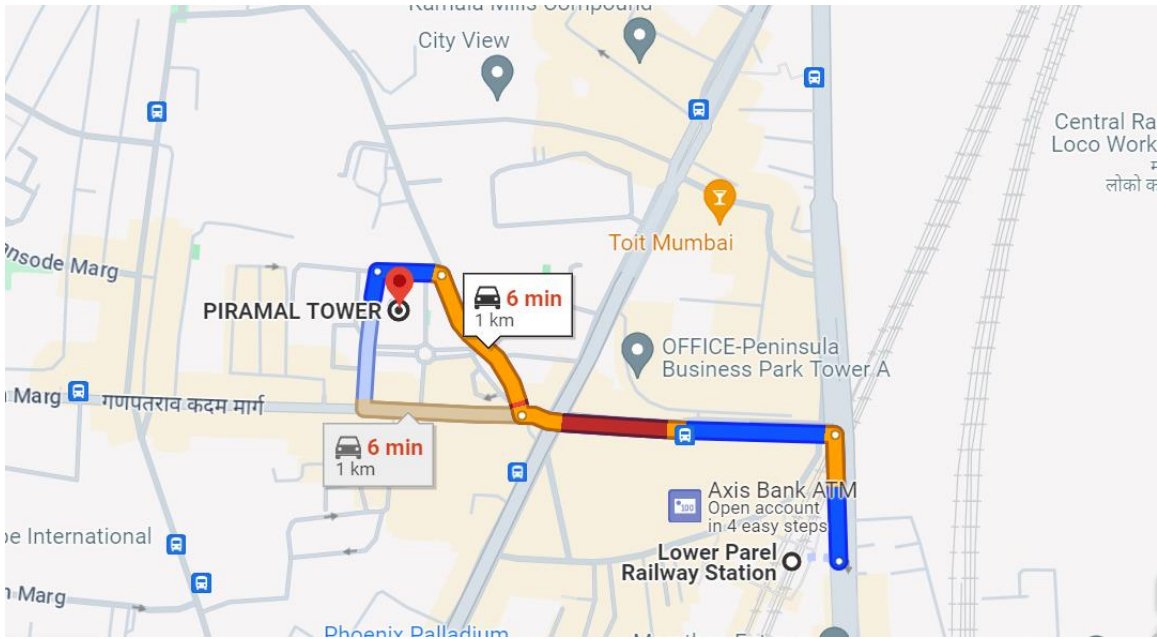
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ROUTE MAP TO THE EGM VENUE



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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	-	-	-	-
	Sub-total	0	0	0	0
2	Foreign promoters	-	-	-	-
	Sub-total (A)	0	0	0	0
B	Non-promoters' holding				
1	Institutional Investors	-	-	-	-
2	Non-Institutional Investors	-	-	-	-
	Private Corporate Bodies	17,78,36,659	99.26	19,98,46,931	99.34
	Directors and relatives				
	Indian public	13,32,566	0.74	13,32,566	0.66
	Others (including Non-resident Indians)	-	-	-	-
	Sub-total (B)	17,91,69,225	100	20,11,79,497	100
	GRAND TOTAL	17,91,69,225	100	20,11,79,497	100