

June 20, 2024

BSE Limited
P. J. Tower,
Dalal Street,
Mumbai 400 001

Dear Sirs,

Ref: Intimation under Regulation 51(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') – Proceedings of EGM held on June 20, 2024

We refer to our intimation earlier today i.e., June 20, 2024, wherein the Company had filed the proceedings of the Extra-ordinary General Meeting ('EGM') of the Members of the Company held today i.e. Thursday, June 20, 2024, at 2.00 PM.

In the proceedings of the said EGM attached with the aforesaid intimation, kindly read the text 'The Resolutions were put to vote and declared as passed unanimously' as 'The Resolutions were put to vote and declared as passed with requisite majority'. The revised proceedings of the said EGM of the Company is attached as Annexure A.

This intimation will also be available on the website of the Company at <https://www.hdfccredila.com/about/investor-relation.html>

We request you to take note of the above and arrange to bring this to the notice of all concerned.

Thanking you.

Yours faithfully,
For HDFC Credila Financial Services Limited

Akanksha Kandoi
Company Secretary & Compliance Officer

Encl.: As above

HDFC CREDILA FINANCIAL SERVICES LIMITED

Corporate Identity Number: U67190MH2006PLC159411

Regd. Office: B-301, Citi Point, Andheri-Kurla Road, Next To Kohinoor Continental, Andheri (East), Mumbai 400 059, India



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Annexure A

Summary of Proceedings of the Extra-Ordinary General Meeting ('EGM') of HDFC Credila Financial Services Limited ('the Company')

The Extraordinary General Meeting (EGM) of the Members of the Company was held on Thursday, June 20, 2024, at 2.00 PM at EQT Partners, Unit 801 & 802, Piramal Tower, Peninsula Corporate Park, G.K. Marg, Lower Parel West, Mumbai - 400013.

Attendees to the Meeting:

Name of the Director	Designation
<u>Directors:</u>	
Mr. Damodarannair Sundaram	Chairman & Independent Director
Mr. Abhijit Sen	Independent Director & Chairman of Audit Committee
Mr. Bharat Shah	Independent Director & Chairman of Nomination & Remuneration Committee
Mr. Ashish Agrawal	Non-Executive Nominee Director
Mr. Jimmy Lachmandas Mahtani	Non-Executive Nominee Director & Chairman of Stakeholders Relationship Committee
Mr. Arijit Sanyal	Managing Director & CEO

Members:

5 (Five) Members including authorised representatives of Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B V, Infinity Partners and HDFC Bank Limited

The Chief Financial Officer and the Company Secretary of the Company were present.

M/s. Gokhale and Sathe, Chartered Accountants, one of the joint Statutory Auditors of the Company were present. Representative of M/s. Vinod Kothari & Co., Practising Company Secretary, Secretarial Auditor of the Company were also present at the meeting. M/s. Shah Gupta & Co Chartered Accountants, one of the joint Statutory Auditors of the Company had requested for leave of absence from the meeting.


Mr. D Sundaram, Chairman of the Board of Directors of the Company welcomed the Members at the meeting. The requisite quorum being present, the Chairman called the meeting to order.


The EGM Notice along with the Explanatory Statement was taken as read.

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The special businesses of the meeting, as per the Notice of EGM thereof, was thereafter taken up as follows.

Before moving the resolutions, the Chairman asked the Members present to seek clarification, if any, from the Members on the same. There were no queries from the Members.

Thereafter, the following Resolutions were passed at the Meeting.

The Resolutions were put to vote and declared as passed with requisite majority.

Item No. 1

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

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

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- 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 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.”

Item No. 2

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


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

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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, 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

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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, 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.”

Vote of Thanks

The meeting was concluded at 2:15 PM with a vote of thanks to Chair.

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