

# HDFC Credila Financial Services Limited

(Formerly known as HDFC Credila Financial Services Private 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

**CIN :** U67190MH2006PLC159411

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Seventeenth Annual General Meeting of the members of HDFC Credila Financial Services Limited (Formerly known as HDFC Credila Financial Services Private Limited) will be held on Wednesday, June 29, 2022 at 11:00 a.m. at the office of Housing Development Finance Corporation Limited, HDFC House, 165/166, HT Parekh Marg, Backbay Reclamation, Churchgate, Mumbai- 400020 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2022

### Special Business:

3. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Subodh Salunke, DIN 03053815 Director, liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up.”

4. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** for approving the 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 ₹ 20,000 Crores (Rupees Twenty Thousand Crores) with the following sub-limits:

- i) Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt: up to ₹ 6,000 Crores
- ii) Commercial Paper: up to ₹ 1,500 Crores
- iii) External Commercial Borrowing: up to ₹ 2,500 Crores
- iv) Balance of the borrowing from Banks, Financial Institutions and other sources: up to ₹ 10,000 Crores

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“**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 authorised to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements and to affix common seal, 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: June 02, 2022

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 member entitled to attend and vote at the Annual General Meeting (AGM) 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 member. The proxy form to be valid and effective should be lodged with the company at its Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.
2. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
3. Corporate Members intending to send their authorized representatives to attend the AGM 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 AGM.
4. All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 a.m. to 4:00 p.m on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.
5. Members 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 AGM.
6. 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.
7. For Resident Members: Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2022-23, subject to PAN details registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961. No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed ₹ 5,000 (Rupees Five Thousand Only).

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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. 3 & 4 of this Notice.

#### **Item No. 3**

In accordance with Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Subodh Salunke, Director, retires by rotation at the ensuing Annual General Meeting.

Mr. Salunke has indicated to the Company that he is not seeking reappointment due to his superannuation from the services of Housing Development Finance Corporation Limited. He has been on the Board since March 2010 The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Mr.Subodh Salunke during his tenure as a Director on the Board of the Company. The Board does not propose to fill the vacancy arising from the retirement of Mr.Subodh Salunke.

None of the other Directors of the Company and key managerial persons of the Company and their relatives may be deemed to be interested or concerned in the proposal contained in the resolutions.

The Board recommends the resolution for your approval

#### **Item No. 4**

Considering the business growth of the Company, the Company would be required to borrow money in excess of the current limit of ₹ 15,000 Crores approved by the members. It is proposed to increase this limit up to ₹ 20,000 Crores. In terms of Section 180 (1) (c) of the Companies Act, 2013, consent of members is required for borrowing moneys exceeding the paid up share capital and free reserves of the Company. The approval of the members is sought u/s 180 (1) (c) of the Companies Act 2013 to increase its borrowing powers from ₹15,000 Crores to ₹ 20,000 Crores.

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: June 02, 2022

Registered office: B 301, Citi Point,  
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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 Annual General Meeting of the Members of the Company held at the office of Housing Development Finance Corporation Limited, HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 on Wednesday, June 29, 2022 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 ₹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 Annual General Meeting of the Members of the Company to be held on Wednesday, June 29, 2022 at 11:00 a.m. at the office of Housing Development Finance Corporation Limited, 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 receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.			
2.	To declare dividend on equity shares for the financial year ended March 31, 2022			
3.	To resolve not to reappoint Mr. Subodh Salunke, Director, liable to retire by rotation, who does not offer himself for re-appointment and the vacancy so caused on the Board of the Company be not filled-up			
4.	To increase the borrowing powers of the Company from ₹15,000 Crores to ₹ 20,000 Crores u/s 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

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

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## ROUTE MAP TO THE AGM VENUE

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