

## NOTICE TO THE MEMBERS

**NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF CREDILA FINANCIAL SERVICES LIMITED ('COMPANY') WILL BE HELD AT A SHORTER NOTICE ON WEDNESDAY, OCTOBER 30, 2024, AT 12.00 NOON (IST) THROUGH VIDEO CONFERENCING ('VC') IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESSES. DEEMED VENUE OF THE MEETING SHALL BE REGISTERED OFFICE OF THE COMPANY I.E., B 301, CITI POINT, NEXT TO KOHINOOR CONTINENTAL, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI - 400 059:**

### **SPECIAL BUSINESS:**

#### **1. APPOINTMENT OF PRICE WATERHOUSE LLP (FIRM REGISTRATION NO. – 301112E/E300264), AS ONE OF THE JOINT STATUTORY AUDITORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India (“**RBI Guidelines**”), including any amendment, modification, variation or re-enactment thereof and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint Price Waterhouse LLP (Firm Registration No. – 301112E/E300264) (“**New Statutory Auditor**”) as one of the Joint Statutory Auditors of the Company from this Extra-ordinary General Meeting until the conclusion of 20<sup>th</sup> Annual General Meeting of the Company to be held in the FY 2025-26 at such remuneration and out-of-pocket expenses, as may be mutually agreed between the New Statutory Auditor and the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto.”

#### **2. APPROVAL AND ADOPTION OF THE AMENDED ARTICLES OF THE COMPANY**

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 5 and 14 and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with applicable Rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the resolution passed by the Board of Directors on October 29, 2024, the consent of the Members of the Company be and is hereby accorded for adoption of amended Articles of

### **CREDILA FINANCIAL SERVICES LIMITED**

*(Formerly known as 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



Toll-free: 1-800-209-3636



Email: [loan@credila.com](mailto:loan@credila.com)

Association of the Company to incorporate the relevant clauses of the Second Deed of Adherence to the Shareholders' Agreement dated June 19, 2023 executed on October 14, 2024.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

On Behalf of the **Board of Directors**

---

**Karishma Jhaveri**  
Company Secretary

Place: Mumbai  
Date: October 29, 2024

Registered Office:  
B 301, Citi Point,  
Next to Kohinoor Continental,  
Andheri-Kurla Road,  
Andheri (East), Mumbai - 400 059

**CREDILA FINANCIAL SERVICES LIMITED**

*(Formerly known as 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



Toll-free: 1-800-209-3636



Email: [loan@credila.com](mailto:loan@credila.com)

**NOTES:**

1. In compliance with the provisions of the Ministry of Corporate Affairs ('MCA') General Circular No. 09/2024 dated September 19, 2024 read with MCA General Circular No. 14/2020 dated April 8, 2020 and MCA General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars'), the Company will be conducting this Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') through Microsoft Teams platform. The link for joining the meeting will be provided in the email sent to shareholders for attending the EGM alongwith copy of EGM Notice.
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and the reasons for the proposal set out in item nos. 1 and 2 Notice is annexed herewith.
3. Since this EGM will be held through VC the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
4. Pursuant to the MCA Circulars, the attendance of Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC on their behalf at the EGM by e-mail to [investor@credila.com](mailto:investor@credila.com)
6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company and the EGM Notice will also be available on the Company's website at <https://credila.com/about/investor-relation.html>
7. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [investor@credila.com](mailto:investor@credila.com)
8. Members will be provided with a facility to attend the EGM through video conferencing platform. The link for joining the meeting will be provided in the email sent to shareholders for attending the EGM. The link for joining the EGM through VC will be activated 15 minutes before the scheduled start time of the EGM and will remain open throughout the EGM.

On Behalf of the **Board of Directors**

**Karishma Jhaveri**  
Company Secretary

Place: Mumbai  
Date: October 29, 2024

Registered office:  
B 301, Citi Point,  
Next to Kohinoor Continental,  
Andheri-Kurla Road,  
Andheri (East), Mumbai - 400 059

**CREDILA FINANCIAL SERVICES LIMITED**

(Formerly known as 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



Toll-free: 1-800-209-3636



Email: [loan@credila.com](mailto:loan@credila.com)

## 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 “Act”), the following explanatory statement sets out all material facts relating to the business(es) mentioned in item nos. 1 and 2 of this Notice:

#### Item no. 1

The Reserve Bank of India (the “RBI”) vide its Circular No. RBI/2021-22/25 Reference No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 had issued the guidelines (the “RBI Guidelines”) followed by frequently asked questions dated June 11, 2021 (“FAQs”), stating that the statutory auditors of any Commercial Banks, Urban Co-operative Banks (the “UCBs”) and Non-Banking Financial Companies (the “NBFCs”) including Housing Finance Companies (the “HFCs”), having an asset size of INR 15,000 Crores or more are required to appoint joint auditors. Further, as per the provisions of RBI Guidelines, the Statutory Auditors can be appointed only for a continuous period of 3 years and thereafter they are not eligible for re-appointment for a period of six years.

The asset size of the Company being more than INR 15,000 Crores, the Company had appointed M/s. Shah Gupta & Co. and M/s. Gokhale & Sathe, Chartered Accountants as the Joint Statutory Auditors of the Company in accordance with the RBI Guidelines. The tenor of M/s. Shah Gupta & Co., one of the Joint Statutory Auditor was completed upon conclusion of the 19<sup>th</sup> Annual General Meeting (“AGM”) held on September 05, 2024, thereby causing a casual vacancy.

In view of the above, after considering various factors which *inter-alia* included firm profile, BFSI experience, current engagement, firm size etc., which were commensurate with the size and requirements of the Company and based on the recommendation of Audit Committee and subject to approval of the Shareholders, the Board of Directors on October 4, 2024, have accorded their approval for appointment of Price Waterhouse LLP (Firm Registration No. – 301112E/E300264) (“New Statutory Auditor ”), to act as one of the Joint Statutory Auditors of the Company from this Extra-ordinary General Meeting until the conclusion of 20<sup>th</sup> AGM of the Company to be held in the FY 2025-26, to fill the casual vacancy caused due to completion of tenure of M/s. Shah Gupta & Co.

Additionally, approval of the Shareholders has also been sought to give authority to the Board to decide the amount of remuneration to be paid to the New Statutory Auditor.

Further, New Statutory Auditor have provided their consent to act as one of the Joint Statutory Auditors of the Company and they have confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The Board recommends the passing of the ordinary resolution at Item No. 1 of the accompanying Notice, for the approval of the Shareholders of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the ordinary resolution in in respect of the Ordinary Resolution proposed in Item no. 1 of the accompanying Notice.

### **CREDILA FINANCIAL SERVICES LIMITED**

(Formerly known as 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



Toll-free: 1-800-209-3636



Email: [loan@credila.com](mailto:loan@credila.com)

**Item no. 2**

Pursuant to the Second Deed of Adherence to the Shareholders Agreement dated June 19, 2023, executed on October 14, 2024 (collectively referred to as “**Shareholders Agreement**”), the Articles of Association of the Company are sought to be amended to align with the relevant clauses of the Shareholders Agreement.

The Board of Directors on October 29, 2024, have accorded their approval for adoption of the amended Articles of Association of the company (**AOA**), subject to the approval of the Shareholders of the Company.

Pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Shareholders is required by way of a special resolution, in order to amend the Articles of Association of the Company.

The draft amended Articles of Association proposed for approval is being circulated along with this notice of EGM and the same shall be available for inspection by the Shareholders of the Company at the Registered Office of the Company during business hours from 9:30 A.M. to 6:00 P.M and copies thereof shall also be made available for inspection at the Registered Office of the Company.

The Board recommend the Special Resolution at Item No. 2 of the accompanying Notice, for the approval of the Shareholders of the Company by way of a Special Resolution.

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

**Karishma Jhaveri**  
Company Secretary

Place: Mumbai  
Date: October 29, 2024

Registered office: B 301, Citi Point,  
Next to Kohinoor Continental,  
Andheri-Kurla Road, Andheri (East),  
Mumbai - 400 059

**CREDILA FINANCIAL SERVICES LIMITED**

*(Formerly known as 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



Toll-free: 1-800-209-3636



Email: [loan@credila.com](mailto:loan@credila.com)