

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 Website: 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 March 18, 2020 at 4:00 P.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. To approve limits of borrowing of the Company u/s 180 (1) (c)

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 Rs. 15,000 Crores (Rupees Fifteen Thousand Crores) with the following sub-limits:

- i) Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt: up to Rs. 6,000 Crores
- ii) Commercial Paper: up to Rs. 1,500 Crores
- iii) External Commercial Borrowing: up to Rs. 2500 Crores
- iv) Balance of the borrowing from Banks, Financial Institutions and other sources: up to Rs. 5000 Crores

“**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.”

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
Current 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
Proposed Revised Authorized Share Capital	Rs. 133,00,00,000 divided into 13,30,00,000 Equity Shares of Rs.10/- each	Rs. 220,00,00,000 divided into 2,20,00,000 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*
- *13,30,00,000 (Thirteen Crore Thirty Lakh) Equity Shares of Rs. 10/- each, and*
 - *2,20,00,000 (Two Crore Twenty Lakh) Compulsorily Convertible Preference Shares of Rs.10/- each”*

“**RESOLVED FURTHER THAT** the Directors of the Company, the Chief Financial Officer of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required and file necessary forms with the Registrar of Companies, Mumbai, to give effect to the above Resolution”

Akanksha Kandoi
Company Secretary

Date: March 18, 2020
Place: Mumbai

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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 March 18, 2020

Item No. 1

Considering the business growth of the Company, the Company would be required to borrow money in excess of the current limit of Rs. 10000 Crores approved by the members. It is proposed to increase this limit up to Rs. 15000 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 Rs. 10000 Crores to Rs.15000 Crores.

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 Company has received request for conversion of the following Compulsorily Convertible Preference Shares ('CCPS') on March 17,2020 from Housing Development Finance Corporation Limited, on the terms of the Offer Letters.

CCPS Round	Date of Issue	Number of CCPS	Face Value	Conversion Price Rs.	Number of Equity Shares to be allotted on Conversion
CCPS Round III	2-Sep-13	4,999,992	10	12	12,499,993
CCPS Round IV	2-Sep-13	4,999,992	10	12	4,166,660
Total		1,99,99,984	10	12	16,666,653

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The Board approved the conversion of 14,999,992 CCPS Round III & 4,999,992 CCPS Round IV into 12,499,993 Equity Shares and 4,166,660 Equity Shares respectively and allotment of 16,666,653 Equity Shares of Rs.10/- each of the Company to Housing Development Finance Corporation Limited at its meeting held on March 18, 2020.

, the paid up capital of the Company would be Rs. 129,05,02,990 /- comprising of:

- 10,70,50,299 Equity Shares of Rs 10/- each
- 2,20,00,000 Compulsory Convertible Preference Shares of Rs.10/- each

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

- 10,80,00,000 Equity Shares of Rs. 10/- each
- 4,70,00,000 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

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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 March 18, 2020 at 4:00 P.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 March 18, 2020 at 4:00 P.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.				
2.				

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.

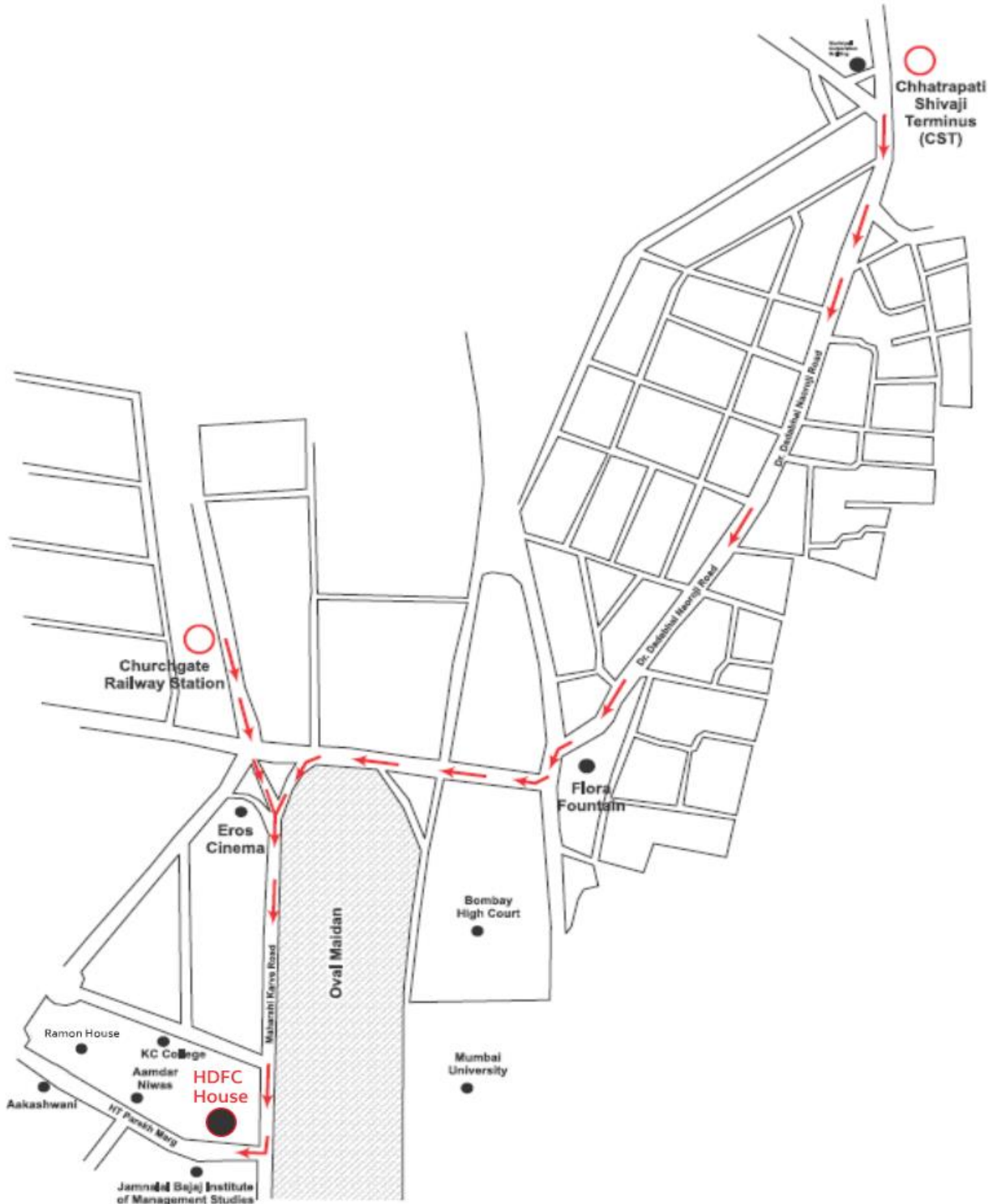
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ROUTE MAP TO THE VENUE