

**NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 20<sup>TH</sup> (TWENTIETH) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF CREDILA FINANCIAL SERVICES LIMITED (*FORMERLY KNOWN AS HDFC CREDILA FINANCIAL SERVICES LIMITED*) ('THE COMPANY') WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025, AT 11.00 A.M. (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 THE REGISTERED OFFICE OF THE COMPANY I.E., B 301, CITI POINT, NEXT TO KOHINOOR CONTINENTAL, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI - 400 059.

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jimmy Mahtani (DIN: 00996110), who retires by rotation and being eligible, offers his candidature for re-appointment.
3. To appoint a Director in place of Mr. Rajnish Kumar (DIN: 05328267), who retires by rotation and being eligible, offers his candidature for re-appointment.
4. To consider and approve re-appointment of Price Waterhouse LLP, Chartered Accountants (Firm Registration No. FRN 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 Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 issued by the Reserve Bank of India ("**RBI Guidelines**") (including any statutory amendment(s), modification(s), and/or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Price Waterhouse LLP, Chartered Accountants (Firm Registration No. 301112E/E300264) be and are hereby re-appointed as one of the Joint Statutory Auditors of the Company for a period of 2 (two) consecutive years to hold office with effect from the date of passing of this resolution until the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company, subject to their continuity of fulfilment of the applicable eligibility norms, and on such remuneration to be determined by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Director or the Audit Committee constituted by the Board, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

Page 1 of 14

**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



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**SPECIAL BUSINESSES:**

**5. To consider and approve continuation of Mr. Abhijit Sen (DIN: 00002593) as Non-Executive Independent Director of the Company on attaining the age of seventy-five years**

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 Regulations 17(1A)/62D(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory amendment(s), modification(s), and/or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination & Remuneration Committee (‘NRC’) and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of directorship of Mr. Abhijit Sen (DIN: 00002593), as Non-Executive Independent Director of the Company, upon attaining the age of seventy five (75) years on November 17, 2025, for the remaining period of his tenure as a Non-Executive Independent Director of the Company upto March 20, 2026.

**RESOLVED FURTHER THAT** any one of the Director or the NRC 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.”

**6. To consider and approve payment of profit-related commission to Non-Executive Director(s)/Independent Director(s) 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder read with Schedule V of the Act, Regulations 17(6) and 62D of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (including any statutory amendment(s), modification(s), and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, approval of the Members of the Company be and is hereby accorded for the payment of profit-related commission, in addition to sitting fees, to the Non-Executive Director(s)/Independent Director(s) of the Company, not exceeding one percent (1%) of the net profits of the Company for that financial year, computed in accordance with the provisions of Section 198 of the Act, such commission being divisible among the Directors in such proportion as the Board of Directors (the “Board” which term shall be deemed to include any Committee thereof).

**RESOLVED FURTHER THAT** the overall remuneration payable to Non-Executive Director(s)/Independent Director(s) shall not exceed the limits prescribed under the applicable provisions of the Act and the provisions of SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

Page 2 of 14

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7. **To consider and approve 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** pursuant to the provisions of Sections 23, 42, 71,180(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board has or may hereafter constitute), to create, offer, issue, allot such number 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) (collectively referred to as “NCDs”) through private placement, in one or more modes or combinations thereof and in one or more series or tranches for an amount aggregating upto INR 12,500 Crores (Indian Rupees Twelve Thousand Five Hundred Crores only), with or without security and on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), face value of NCDs to be issued, the price at which NCDs to be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, so that the aggregate amount of such NCDs does not exceed the overall borrowing limits of INR 65,000 Crores (Indian Rupees Sixty Five Thousand Crores only) (“Overall Limit”), during the period of 1 (one) year from the date of passing this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things, execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation thereto and to settle all questions, difficulties or doubts that may arise in connection with the issue of NCDs under private placement, including determining the terms and conditions of NCDs.”

On Behalf of the Board of Directors



*Karishma Jhaveri*

Karishma Jhaveri  
Company Secretary  
Membership no. - A 25932

Place: Mumbai  
Date: August 12, 2025

**Registered Office:**  
B 301, Citi Point,  
Next to Kohinoor Continental,  
Andheri-Kurla Road,  
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Page 3 of 14

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**NOTES:**

1. **CONVENING OF 20<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") THROUGH VIDEO CONFERENCING ("VC"):** 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. 20/2020, 17/2020 and 14/2020 dated May 05, 2020, April 13, 2020 and April 08, 2020, respectively (collectively referred to as 'MCA Circulars'), the Company will be conducting its Annual General Meeting ('AGM') through video conferencing ('VC') using Microsoft Teams platform, without the physical presence of the Members at a common venue.

The link for joining and attending this AGM will be provided in the email sent to shareholders along with a copy of Annual Report for FY2024-25 and AGM Notice. The link for joining the 20<sup>th</sup> AGM through VC will be activated 15 minutes before the scheduled start time of the AGM and will remain open throughout the AGM.

In accordance with the Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM is being held through VC, the Route Map is not annexed to this Notice.

2. **QUORUM:** Pursuant to the aforementioned MCA Circulars, attendance of Members through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ('the Act').
3. **PROXY:** Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/ her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC, pursuant to the applicable MCA Circulars, physical attendance of Members at the AGM has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and the Proxy Form and Attendance Slip are not annexed to this Notice.
4. **CORPORATE MEMBERS:** Corporate/Institutional Members are required to send a certified scanned copy (PDF Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf, to email id: [investor.relations@credila.com](mailto:investor.relations@credila.com).
5. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025, the Financial Statements along with Director's Report, Management Discussion and Analysis Report, Auditor's Report and other documents required to be attached therewith (collectively referred as "Annual Report") for the financial year ended March 31, 2025, pursuant to Section 136 of the Act and the Notice of the 20<sup>th</sup> AGM ("AGM Notice") and pursuant to Section 101 of the Act read with the rules framed thereunder, the Annual Report and AGM Notice are being sent in electronic mode (e-mail) to those Members whose e-mail address are registered with the Company/Depository Participant(s) ("DPs").

The AGM Notice and the Annual Report for FY2024-25 are available on the Company's website at <https://www.credila.com/investor-relations> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com)

Page 4 of 14

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The Shareholders, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off Date i.e., Friday, August 29, 2025, will be entitled to receive the AGM Notice and Annual Report for FY2024-25 through electronic mode and vote on the Resolutions set forth in this Notice. A person who is not a Shareholder, as on the Cut-Off Date should treat this Notice for information purpose only.

6. **EXPLANATORY STATEMENT:** Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts relating to the relevant items of Special Businesses is annexed herewith and the same should be taken as part of this Notice. Additionally, the material facts concerning the business under Item No. 4 also forms part of this Notice. Further, details of Directors seeking re-appointment/continuation at this AGM, required under the provisions of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed as **Annexure A** to this Notice.
7. **PROCEDURE FOR INSPECTION OF DOCUMENTS:** The statutory registers and all relevant documents referred to in this AGM notice will be available electronically for inspection by the Members without any fee from the date of circulation of this Notice and up to the date of AGM, i.e., Friday, September 26, 2025. Members seeking to inspect such documents can send an e-mail from their registered email address to Company's email ID: [investor.relations@credila.com](mailto:investor.relations@credila.com). The documents will also be available for inspection during the AGM.
8. **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND:** Pursuant to Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs with effect from September 7, 2016, as amended, all unclaimed/ unpaid dividend 7 years from the date they became due for payment, are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government.

Further, pursuant to section 124 of the Act read with the IEPF Rules there has been no unclaimed dividend which shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs.

9. **UPDATION OF DETAILS:** Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile no., PAN, mandates, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc. to their DPs.

On Behalf of the Board of Directors



*Karishma Jhaveri*

**Karishma Jhaveri**  
Company Secretary  
Membership no. - A 25932

Place: Mumbai  
Date: August 12, 2025

**Registered Office:**  
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Page 5 of 14

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#### INFORMATION/EXPLANATION TO THE MEMBERS PERTAINING TO ITEM NO. 4

The following information/explanation sets out all material facts relating to the ordinary business mentioned under Item No. 4 of this Notice.

##### Item no. 4

Price Waterhouse LLP (“PW”), Chartered Accountants (Firm Registration No. 301112E/E300264) Mumbai, were appointed as one of the Joint Statutory Auditors of the Company, vide the resolution passed by the Members of the Company at their Extra-Ordinary General Meeting held on October 30, 2024, for a term commencing from October 30, 2024, until the conclusion of the 20<sup>th</sup> AGM. Their appointment was made to fill in the casual vacancy caused due to completion of tenure of M/s. Shah Gupta & Co. Chartered Accountants as one of the Joint Statutory Auditors of the Company in accordance with the RBI Guidelines issued vide Circular No. RBI/2021-22/25, Reference No. DoS. CO.ARG/ SEC.01/08.91.001/2021-22 dated April 27, 2021 (the “**RBI Guidelines**”).

Considering the terms of industry experience, competency of the audit team, independence, audit fees, etc., the Audit Committee and the Board at their respective meetings held on May 16, 2025, have approved the appointment of PW as one of the Joint Statutory Auditors of the Company for a period of 2 (two) consecutive years with effect from the date of passing of the resolution until the conclusion of the 22<sup>nd</sup> AGM of the Company to be held in the financial year 2027-28 and have recommended their appointment for approval of the Members of the Company, subject to their continuity of fulfilment of the applicable eligibility norms at a remuneration to be determined by the Board of Directors of the Company.

Further, PW has provided its consent for appointment as one of the Joint Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and they fulfil the criteria as mentioned in RBI Guidelines. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict of interest situations.

Accordingly, the Board of Directors recommends passing the Ordinary Resolution, as set out in item no. 4, of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel(s) or their relatives are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at item no. 4 of the accompanying Notice.



Page 6 of 14

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the special businesses mentioned under Item Nos. 5 to 7 of this Notice.

### Item No. 5

Pursuant to the provisions of Regulation 17(1A)/62D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR)”), no person can be appointed or can continue the directorship as a non-executive director of a High Value Debt Listed Entity, who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. Abhijit Sen has been an Independent Director of the Company since March 20, 2024. The continuation of Mr. Abhijit Sen (DIN: 00002593) to act as an Independent Director of the Company, who shall attain the age of 75 years on November 17, 2025, is being proposed in view of his continued ability to contribute meaningfully to the Board. He brings with him deep domain expertise, sound judgement, and extensive experience that remains highly relevant to the Company’s strategic direction and governance. Further, Mr. Sen’s active engagement and performance in the Board and Committee(s) discussions continue to meet the expectations of an Independent Director as defined under applicable laws.

Mr. Abhijit Sen, as stated above, will attain the age of seventy-five (75) years during his current tenure and the Board as well as the Nomination and Remuneration Committee (NRC) are of the opinion, after evaluating the performance and contributions of Mr. Sen that his association with the Company would be beneficial and in the best interests of the Company and its shareholders. In the opinion of the Board, Mr. Sen fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for continuation as an Independent Director and is independent of the Management. He possesses the skills, knowledge, and requisite experience fundamental for the effective functioning of the Company as identified by the NRC and the Board. The terms and conditions of appointment of Mr. Sen are available for inspection by the Members, by writing an email to the Company at [investor.relations@credila.com](mailto:investor.relations@credila.com).

Mr. Sen being an Independent Director, is not liable to retire by rotation and wishes to continue to be the Independent Director of the Company. Accordingly, approval of the shareholders of the Company is sought for continuation of Mr. Sen as an Independent Director by passing Special Resolution.

Brief profile and other requisite information of Mr. Sen, pursuant to the Act and Secretarial Standard -2, as on the date of Notice, are given in **Annexure – A**.

The Board recommends continuation of Mr. Sen as an Independent Director of the Company, not liable to retire by rotation and beyond 75 years of age.

Accordingly, the Board recommends passing the Special Resolution, as set out at Item No. 5, of this Notice for approval of the Members.

Page 7 of 14

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Except Mr. Abhijit Sen and / or his relatives, no other Director, Key Managerial Personnel(s) or their relatives are, in any way, concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 5 of the accompanying Notice. Mr. Sen does not hold any shares in the Company.

**Item No. 6**

Pursuant to the provisions of Section 197 of the Companies Act, 2013 (the “Act”), the Company may pay remuneration by way of commission to Non-Executive Directors, including Independent Directors, up to 1% of the net profits of the Company (calculated as per Section 198 of the Act). Further, pursuant to Regulation 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR)”), the board of directors shall recommend all fees or compensation, if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

Given that the Non-Executive Director(s) and Independent Director(s) (collectively referred as “Directors”) provide value addition through their strategic guidance and oversight and that the Company anticipates generating profits year on year, it is felt prudent to appropriately compensate the Directors of the Company. Further, pursuant to the changing regulatory landscape over the last few years, the Directors play a crucial role in protecting the interests of the Shareholders, ensuring adherence to corporate governance standards and providing expertise on regulatory, financial, and business matters. It is therefore felt prudent to seek approval from the Shareholders of the Company by way of Special Resolution for payment of profit-related commission to the Directors subject to such remuneration being within the applicable statutory limits.

The Shareholders shall further note that the actual amount of profit-related commission to be paid to the Directors in each financial year will be recommended by the Nomination & Remuneration Committee and approved by the Board, which shall not at any time exceed 1% of the net profits of said financial year (calculated as per Section 198 of the Act).

The remuneration as payable to the Directors shall not exceed the remuneration limit as prescribed in the Act and SEBI (LODR).

Accordingly, the Board recommends passing the Special Resolution, as set out at Item No. 6, of this Notice for approval of the Members.

None of the Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Special resolution set out at Item No.6 of the accompanying Notice. Non-Executive Directors/Independent Directors and / or their relative may be deemed to be concerned or interested in the Special Resolution set out at Item No. 6 to the extent of the profit-related commission that may be received by them from time to time.

**Item No. 7**

**Issuance of Non-Convertible Debentures and/or Hybrid Instruments on a private placement basis**

In terms of the provisions of Section 42 of the Companies Act, 2013 (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the company offering or making an invitation to subscribe to Non-Convertible Debenture(s) (“NCDs”) on a private placement

Page 8 of 14

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basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year.

The Shareholders at their Extra-ordinary General Meeting held on December 23, 2024, had approved issuance of NCDs on a private placement basis for an aggregate amount not exceeding INR 12,500 Crores (Indian Rupees Twelve Thousand Five Hundred Crore only) in one or more series/ tranches for a period of one year from the date of passing of this resolution within the overall limit of borrowing as approved by the Members pursuant to Section 180(1)(c) of the Act, from time to time.

It may be noted that the one year for previous Special Resolution will expire on December 22, 2025. Accordingly, it is proposed to pass a Special Resolution for issuance of NCDs on a private placement basis for an aggregate amount not exceeding INR 12,500 Crores (Indian Rupees Twelve Thousand Five Hundred Crore only) in one or more series/ tranches.

Disclosures with respect to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are mentioned below:

Particulars of the offer including the date of passing the Board resolution	August 12, 2025
Kinds of securities offered and price at which security is being offered	Non-Convertible Debentures. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of the NCDs.
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of NCDs (including subordinated bonds and perpetual debt instruments), will be determined and approved by the Board (including any Committee(s) as authorized by the Board) based on the market conditions.
Name and address of valuer who performed valuation	Not Applicable
Amount which the company intends to raise by way of such securities	Not exceeding INR 12,500 Crore on private placement basis, in one or more tranches.
Material terms of raising such securities	Material terms of each offer/issuance of Non-Convertible Debenture (including subordinated bonds and perpetual debt instruments), will be determined and approved by the Board (including any Committee(s) as authorized by the Board).
Proposed time schedule	Time schedule of each offer/issue of Non-Convertible Debenture (including subordinated bonds and perpetual debt instruments), will be determined and approved by the Board (including any Committee(s) as authorized by the Board).
Purpose or objects of offer	Purpose or objects of each offer/issue of Non-Convertible Debenture (including subordinated bonds and perpetual debt instruments), will be determined and approved by the Board (including any Committee(s) as authorized by the Board).

Page 9 of 14

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Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Principle of terms of assets being charged as securities for each offer/issuance of Non-Convertible Debenture (including subordinated bonds and perpetual debt instruments), will be determined and approved by the Board (including any Committee(s) as authorized by the Board).

The Board recommends passing the Special Resolution, as set out at Item No. 7, of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel(s) or their relatives, in any way, concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 7 of the accompanying Notice.

On Behalf of the **Board of Directors**



*Karishma Jhaveri*

**Karishma Jhaveri**  
Company Secretary  
Membership no. - A 25932

Place: Mumbai  
Date: August 12, 2025

**Registered Office:**  
B 301, Citi Point,  
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Andheri (East), Mumbai - 400 059



## ANNEXURE TO THE AGM NOTICE

### Annexure A

Details of the Directors seeking re-appointment/continuation of directorship at the 20<sup>th</sup> Annual General Meeting in terms of paragraph 1.2.5 of the Secretarial Standard-2 on General Meetings, are given below:

Resolution No.	2	3	5
Name of the Director	<b>Mr. Jimmy Mahtani</b>	<b>Mr. Rajnish Kumar</b>	<b>Mr. Abhijit Sen</b>
DIN	00996110	05328267	00002593
Date of Birth and Age	Age: 48 years Date of Birth: October 27, 1976	Age: 67 years Date of Birth: January 14, 1958	Age: 74 years Date of Birth: November 17, 1950
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	March 20, 2024	March 20, 2024	March 20, 2024
Qualification	Honors from Georgetown University with a triple major in Finance, International Business and Marketing.	M.Sc in Physics/Certified Associate of Indian Institute of Bankers (CAIIB).	BTech from IIT Kharagpur, MBA from IIM Calcutta
Brief Profile and experience	Mr. Jimmy Mahtani holds a bachelor's degree in science (business administration - honors) from the Georgetown University with a triple major in finance, international business and marketing.  In the past he was associated with General Atlantic from March 2000 till December 2005, and EQT Partners Hong Kong Limited (formerly Baring Private Equity Asia Limited) from February 1, 2006 to July 31, 2009 and	Mr. Rajnish Kumar holds a master's degree of science in physics from Meerut Vishwavidyalaya and is a certified associate member of the Indian Institute of Bankers.  Rajnish Kumar has worked for over four decades in State Bank of India and has also served in multiple roles including as its chairman, deputy managing director, managing director, vice	Abhijit Sen holds a bachelor's degree in technology (electronics and electrical communication - honours) from the Indian Institute of Technology, Kharagpur and a post-graduate diploma in management from the Indian Institute of Management, Calcutta. He also serves as an independent expert professional on the internal investment approval committee of the NSE.



	<p>was involved in evaluating investment opportunities in India. He was subsequently transferred to EQT Partners Asia Pte. Limited since August 1, 2009. He is the founding member of the organisation's team in India.</p> <p>He is currently designated as a partner and the chairman of South &amp; Southeast Asia, EQT Private Capital Asia and is responsible for managing investments in the technology, healthcare and financial services sectors. Additionally, he has been a member of the portfolio performance review committee since January 1, 2020 and the investment committee since January 1, 2022, at EQT Partners Asia Pte. Limited.</p> <p>Further, he currently serves on the boards of Citius Tech Healthcare Technology Private Limited, Virtusa SuperHoldCo, Inc, Sagility Operations Inc, IGT Solutions Private Limited, Asian Institute of Gastroentrolgy Private Limited and Indira IVF Hospital Private Limited. He has over 24 years of experience in private equity investing.</p>	<p>president of credit department in Canada, regional head of operations in United Kingdom and chief general manager of north-east India.</p> <p>In the past, he has also served as a director on the board of directors of SBI Life Insurance Company Limited, SBI Foundation, SBI Capital Markets Limited, SBI Cards and Payments Services Limited. He currently serves as a director on the boards of HSBC Asia Pacific (Hong Kong), Hero MotoCorp Limited, Ambuja Cements Limited and Larsen and Turbo Limited.</p> <p>He is also a director and the chairman of Resilient Innovations Private Limited and Mastercard India Services Private Limited and a representative of the Industrial Finance Corporation of India on the board of governors of Management Development Institute Society.</p> <p>He has over four decades of experience in banking sector with expertise in corporate credit and project finance.</p>	<p>He was associated with Citibank N.A. for a period of 18 years and served as its managing director and chief financial officer and India Subcontinent Cluster Finance Officer. In Citibank, he played a pivotal role in the establishment and growth of Centers of Excellence that supported the businesses and functions around the world. He was also associated with Ernst and Young as an advisor. Additionally, he served on the board of National Securities Depository Limited, IDFC First Bank Limited, Indiafirst Life Insurance Company Limited, Trent Limited, Ugro Capital Limited, Ujjivan Financial Services Limited, Veritas Finance Limited, Netafim Agricultural Financing Agency Private Limited, Booker India Limited, Tata Investment Corporation Limited, Cashpor Micro Credit, and has been an advisor to General Atlantic.</p> <p>He has over 25 years of experience in banking and financial services, NBFC policy, governance, regulatory compliance and operations with a special focus on</p>
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**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



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			balance sheet optimization and capital planning.
Relationship with Directors	None	None	None
Terms and conditions of appointment	Non-Executive Nominee Director liable to retire by rotation	Non-Executive Nominee Director liable to retire by rotation	Independent Director not liable to retire by rotation
Remuneration sought to be paid and remuneration last drawn	Remuneration sought to be paid: Nil  Last drawn remuneration: Nil	<b>Remuneration sought to be paid:</b> Profit-related commission + INR 1 Lakh sitting fee per meeting  Last drawn remuneration:  <b>Remuneration for FY 2024-25 paid as follows –</b>  Sitting Fees paid: INR 14,00,000 Profit-related commission for FY 2024-25 paid in 2025-26: INR 20,00,000	<b>Remuneration sought to be paid:</b> Profit-related commission + INR 1 Lakh sitting fee per meeting  Last drawn remuneration:  <b>Remuneration for FY 2024-25 is as follows –</b>  Sitting Fees paid: INR 24,00,000 Profit-related commission for FY 2024-25 paid in 2025-26: INR 20,00,000
Directorships held in other companies as on March 31, 2025	<ul style="list-style-type: none"> <li>• Sagility India Limited</li> <li>• Indira IVF Hospital Limited</li> <li>• IGT Solutions Private Limited</li> <li>• Asian Institute of Gastroenterology Private Limited</li> <li>• CitiusTech Healthcare Technology Private Limited</li> <li>• Fort Topco, Inc., incorporated in Delaware, US</li> <li>• Fort Finance, Inc., incorporated in Delaware, US</li> </ul>	<ul style="list-style-type: none"> <li>• Ambuja Cements Limited</li> <li>• Hero Motocorp Limited</li> <li>• Larsen and Toubro Limited</li> <li>• Resilient Innovations Private Limited</li> <li>• Multiples Equity Fund Trustee Private Limited</li> <li>• Lighthouse Communities Foundation</li> <li>• Brookprop Management Services Private Limited, incorporated in India as a</li> </ul>	<ul style="list-style-type: none"> <li>• Kalyani Forge Limited</li> <li>• Manappuram Finance Limited</li> <li>• Pramerica Life Insurance Limited</li> <li>• Asirvad Micro Finance Limited</li> </ul>



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	<ul style="list-style-type: none"> <li>• Virtusa SuperHoldCo, Inc., incorporated in Delaware, US</li> <li>• Global Content Alpha Partners Pte. Ltd., incorporated in Singapore</li> <li>• Sion Investment Holdings Pte. Ltd., incorporated in Singapore</li> <li>• BPEA VI Holdings II Pte. Ltd., incorporated in Singapore</li> </ul>	<ul style="list-style-type: none"> <li>• subsidiary of a foreign company</li> <li>• Mastercard India Services Private Limited, incorporated in India as a subsidiary of a foreign company</li> <li>• HSBC Asia Pacific (Hong Kong), incorporated in Hong Kong</li> </ul>	
Chairmanship/Member ship of Committees of the Board of other Companies as on March 31, 2025*	<b>Fort Topco, Inc.</b> – Audit Committee - Member	<b>Ambuja Cements Limited</b> – Audit Committee – Chairman  <b>Larsen and Toubro Limited</b> - Audit Committee – Member, Stakeholders Relationship Committee - Chairman	<b>Kalyani Forge Limited</b> - Audit Committee – Chairman, Stakeholders Relationship Committee – Member  <b>Manappuram Finance Limited</b> - Audit Committee - Chairman  <b>Asirvad Micro Finance Limited</b> - Audit Committee - Member
No. of shares held in the Company as on March 31, 2025 (including shareholding as a beneficial owner)	Nil	Nil	Nil
Number of Board Meetings attended during the financial year (2024-25) vis-à-vis Director's tenure	5 Board meetings out of 11 Board Meetings	10 Board Meetings out of 11 Board Meetings	11 Board Meetings out of 11 Board Meetings

\*includes only Audit Committee and Stakeholders Relationship Committee



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