NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 21ST (TWENTY-FIRST) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF CREDILA FINANCIAL SERVICES LIMITED *(FORMERLY KNOWN AS HDFC CREDILA FINANCIAL SERVICES LIMITED)* ('COMPANY') WILL BE HELD ON THURSDAY, SEPTEMBER 03, 2026, 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., 2ND FLOOR, ALLCARGO HOUSE, KALINA, CST ROAD, SANTACRUZ (E), MUMBAI – 400 098.

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mr. Seung Hyo Han (DIN: 10686686), who retires by rotation, and being eligible, offers himself for re-appointment.

3. To resolve not to re-appoint Mr. Satish Pillai (DIN: 03511106), who retires by rotation and although being eligible does not offer himself for re-appointment; and not to fill the vacancy so created.

   *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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory amendment(s), modification(s), and/or re-enactment(s) thereof for the time being in force), Mr. Satish Pillai (**DIN:** 03511106), who is liable to retires by rotation at this 21st Annual General Meeting ("**AGM**") of the Company, does not offer himself for re-appointment, be not re-appointed as a Director of the Company.

   RESOLVED FURTHER THAT the vacancy, so caused on the Board of the Company, be not filled at the 21st AGM or any adjournment thereof."

4. **To appoint M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W) as one of the Joint Statutory Auditors of the Company including their remuneration**

   *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, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), the Companies (Audit and Auditors) Rules, 2014 and the Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 dated July 31, 2026 ("**RBI Directions**") (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, M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W), who have provided their consent for appointment and confirmed that they are eligible to be appointed as the Statutory Auditor under the Act and RBI Directions, be and are hereby appointed as one of the Joint Statutory Auditors of the Company for a period of 3 (three) consecutive years to hold office from the conclusion of the 21st (Twenty-First) Annual General Meeting until the conclusion of the 24th (Twenty-Fourth) Annual General Meeting of the Company to be held in calendar year 2029, subject to their continuity of fulfilment of the applicable eligibility norms prescribed under the Act and RBI Directions.

RESOLVED FURTHER THAT 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) be and are hereby authorized to determine the terms and conditions including remuneration payable to M/s. V. Sankar Aiyar & Co, Chartered Accountants for conducting statutory audit of the Company and any other fees for certification as may be mutually agreed between the Board and M/s. V. Sankar Aiyar & Co.

RESOLVED FURTHER THAT the Board 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."

SPECIAL BUSINESSES:

5. **To appoint M/s. S.N. Ananthasubramanian & Co., Company Secretaries as the Secretarial Auditor 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 Regulation 62M read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s) or modification(s) 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, approval of the Members of the Company be and is hereby accorded for appointment of M/s. S.N. Ananthasubramanian & Co., Practicing Company Secretaries (Firm Registration No: P1991MH040400) as the Secretarial Auditor of the Company for a term of consecutive 5 (five) financial years commencing from the conclusion of 21st Annual General Meeting until the conclusion of 26th Annual General Meeting of the Company to be held in calendar year 2031, on such terms and conditions including remuneration payable as may be mutually agreed between 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), and M/s. S.N. Ananthasubramanian & Co.

RESOLVED FURTHER THAT the Board 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."

6. **To issue 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, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India's Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025 and the Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 and any other rules, regulations, guidelines and acts, as may be applicable to the Company from time to time, and in terms of the Articles of Association of the Company, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and /or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force, approval 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
Company Secretary
ICSI Membership No. - A 25932

Place: Mumbai
Date: August 04, 2026

Registered Office:
2nd Floor, AllCargo House,
Kalina, CST Road,
Santacruz (E), Mumbai – 400 098.
CIN: U67190MH2006PLC159411
E-mail: investor.relations@credila.com
Website: https://www.credila.com/investor-relations

NOTES:

1. **CONVENING OF 21ST ANNUAL GENERAL MEETING ("AGM"/ "MEETING") THROUGH VIDEO CONFERENCING ("VC"):** In compliance with the provisions of the Ministry of Corporate Affairs ('**MCA**') General Circular No. 03/2025 dated September 22, 2025, read with MCA General Circular Nos. 14/2020 and 17/2020 dated April 8, 2020, and April 13, 2020, respectively (collectively referred to as '**MCA Circulars**'), the Company will be conducting this Annual General Meeting ('**AGM**') through VC facilitated through Microsoft Teams, without the physical presence of the Members at a common venue.

   The link for joining and attending the AGM through VC shall be provided to the Members by e-mail, along with the Annual Report for FY2025-26 and the Notice of the AGM. The VC link will be activated 15 minutes prior to the scheduled commencement of the AGM and shall remain accessible 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 the Clarification/Guidance on the applicability of SS-2 issued by the ICSI, the proceedings of the AGM shall be deemed to have been 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. **EXPLANATORY STATEMENT**: An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), setting out the material facts relating to Special Businesses, i.e., Item Nos. 5 & 6, to be transacted at the AGM is annexed herewith and should be read as part of this Notice. Additionally, the material facts concerning the businesses under Item Nos. 3 & 4 also form part of this Notice. Further, details of Director seeking re-appointment at the AGM under Item No. 2 of this Notice, required under the provisions of the Act and SS-2, are provided in the Explanatory Statement to this Notice.

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 MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto.

4. **CORPORATE MEMBERS:** Corporate Members intending their authorized representative to attend and vote at the AGM are required to send by email, a certified scanned copy (PDF format) of the Board Resolution/Authority Letter authorizing their representatives to attend and vote on their behalf in the Meeting at: investor.relations@credila.com.

5. **QUORUM**: Pursuant to the MCA Circulars, the attendance of Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the MCA Circulars and pursuant to Section 136 of the Act, the Financial Statements along with Board's Report, Management Discussion and Analysis Report, Auditor's Report and other documents required to be attached therewith for FY2025-26 (collectively referred as "**Annual Report**")

alongwith the Notice convening the 21st AGM ("**AGM Notice**"), are being sent in electronic mode (email) to those Members and Debenture holders whose email addresses are registered/available in the Register of Members or in the Register of Beneficial Owners maintained by the Depository Participants as on the cut-off date of Friday, August 07, 2026.

The AGM Notice and Annual Report are also available on the Company's website and can be accessed at https://www.credila.com/investor-relations and the website of the Stock Exchange i.e. BSE Limited: www.bseindia.com.

The Members, 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 07, 2026**, will be entitled to receive the AGM Notice and Annual Report for FY2025-26 through electronic mode and vote on the Resolutions set forth in this Notice. A person who is not a Member, as on the cut-off date should treat this Notice for information purpose only.

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 during business hours from 9:30 a.m. (IST) to 6:30 p.m. (IST) on all working days, excluding Saturday's, without any fee by the Members from the date of circulation of this AGM Notice and up to the date of the AGM i.e., Thursday, September 03, 2026. 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. The documents will also be available for inspection during the AGM.

8. **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):** 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, as amended ("the **IEPF Rules**") read with Regulation 61A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), all unclaimed/ unpaid dividend, application money, debenture interest as well as principal/maturity amount on debentures etc., if any, remaining unclaimed for a period of 7 years from the date it is transferred to designated account, are required to be transferred to the IEPF administered by the Central Government.

   Details of unclaimed amount on interest/principal on Non-convertible Securities ("**NCSs**") is uploaded on the Company's website at https://www.credila.com/investor-relations. NCS holder(s), who have subscribed to the Company's NCSs and whose interest/principal amount on NCSs remain unclaimed, are requested to send a request through an email from their registered email ID at: investor.relations@credila.com.

9. **NOTICE TO INVESTORS HOLDING NON-CONVERTIBLE SECURITIES:** SEBI has prescribed a procedural framework for dealing with unclaimed interest, dividend, and redemption amounts lying with entities having listed non-convertible securities, including the manner in which investors may claim such amounts. Pursuant to the same, the Company has formulated a framework detailing the process for investors to claim their unclaimed amounts, which is available on the Company's website at: https://www.credila.com/investor-relations.

10. **UPDATION OF KYC AND BANK ACCOUNT DETAILS:** Members/Securities holder(s) 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, 9-digit MICR code, 11-digit IFSC, etc. with their respective Depository Participants.

On Behalf of **the Board of Directors**

Karishma Jhaveri
Company Secretary
ICSI Membership No. - A 25932

Place: Mumbai
Date: August 04, 2026

Registered Office:
2nd Floor, AllCargo House,
Kalina, CST Road,
Santacruz (E), Mumbai – 400 098.
CIN: U67190MH2006PLC159411
E-mail: investor.relations@credila.com
Website: https://www.credila.com/investor-relations

INFORMATION/EXPLANATION TO THE MEMBERS PERTAINING TO ITEM NOS. 3 & 4

The following information/explanation sets out all material facts relating to the ordinary business(es) mentioned under Item Nos. 3 & 4 of this Notice.

Item No. 3

Not to re-appoint Mr. Satish Pillai (DIN: 03511106), who retires by rotation and although being eligible does not offer himself for re-appointment; and not to fill the vacancy so created

Pursuant to the provisions of Section 152(6) and 152(7) of the Companies Act, 2013 ("**Act**") and in accordance with the Articles of Association of the Company, Mr. Satish Pillai (DIN: 03511106), Non-Executive Director of the Company *(representing Kopvoorn B.V., Promoter of the Company)* is liable to retire by rotation at the 21st Annual General Meeting ("**AGM**") of the Company.

Further, the Company has received a letter from Kopvoorn B.V. ("**Kopvoorn**"), Promoter of the Company, wherein it has been communicated that Mr. Pillai, although being eligible for re-appointment at this 21st AGM, did not offer himself for re-appointment and would cease to be a Director of the Company with effect from the conclusion of this 21st AGM of the Company.

The Board of Directors of the Company at their Meeting held on August 04, 2026, placed on record their sincere appreciation for the valuable contribution and guidance provided by Mr. Pillai during his association as Non-Executive Director of the Company. The Board noted that upon cessation of Mr. Satish Pillai from the Board, the composition of the Board would continue to remain in compliance with the requirements of the Act and the SEBI Listing Regulations. Accordingly, the Board did not propose to fill the vacancy caused by Mr. Pillai's cessation at this AGM.

Further, as per Section 152(7) of the Act, the Members shall expressly pass resolution not to fill the vacancy caused by such retirement by rotation at the AGM or any adjournment thereof.

The Board recommends the Ordinary Resolution as set out at Item No. 3 for approval of the Members of the Company.

Except Mr. Satish Pillai and his relatives, none of other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly, in the Ordinary Resolution as set out at Item No. 3 of the accompanying Notice.

Item No. 4

Appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No. 109208W) as one of the Joint Statutory Auditors of the Company including their remuneration

The Members of the Company at the 18th Annual General Meeting (AGM) held on June 6, 2023, had approved appointment of M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W), as one of the Joint Statutory Auditors of the Company to hold office for a term of 3 (three) consecutive years from the conclusion of said AGM till the conclusion of 21st AGM, in terms of 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 . Accordingly, the term of M/s. Gokhale & Sathe will be completed upon conclusion of the 21st AGM.

In view of the above, upon recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on August 04, 2026, have recommended, the appointment of M/s. V. Sankar Aiyar & Co, Chartered Accountants (Firm Registration No109208W), as one of the Joint Statutory Auditors of the Company for a period of 3 (three) consecutive years commencing from the conclusion of the 21st AGM of the Company until the conclusion of the 24th AGM of the Company to be held in calendar year 2029, on such terms and conditions including remuneration as may be mutually agreed between the Company and M/s. V. Sankar Aiyar & Co., from time to time.

Brief Profile: *V. Sankar Aiyar & Co. (VSA) is a leading Chartered Accountancy firm established in 1952, with a team of 18 Partners and over 200 professional staff operating from offices in Mumbai, New Delhi, Chennai and Hyderabad. The firm provides a comprehensive range of services including Audit & Assurance, Ind AS Consultancy Management Audits Financial Due Diligence, Inspection & regulatory Audits, Financial investigation, Advisory services, Mergers Demergers & Restructuring, GST Audit, Transfer pricing & covering, Tax Planning & Advisories, International Taxation, etc. Empanelled with prestigious institutions such as the Institute of Chartered Accountants of India (ICAI), Reserve Bank of India (RBI), Life Insurance Corporation of India (LIC), The Comptroller & Auditor General of India (C&AG), Central Registrar of Co-operative Societies, Audit Bureau of Circulation, and National Highways Authority of India. VSA serves a diverse clientele across sectors including BFSI, manufacturing, etc.*

Pursuant to Section 139 of the Companies Act, 2013 ("the **Act**") and the Rules framed thereunder, the Company has received written consent from M/s. V. Sankar Aiyar & Co, Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder and as per the Reserve Bank of India (Non-Banking Financial Companies - Statutory Audit) Directions, 2026 dated July 31, 2026 ("**RBI Directions**"). As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. V. Sankar Aiyar & Co, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI. 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.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors upon recommendation by the Audit Committee.

The Board of Directors, upon recommendation by the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. V. Sankar Aiyar & Co, Chartered Accountants.

Accordingly, the Board of Directors recommends passing the Ordinary Resolution, as set out at Item No. 4, of this Notice for approval of the Members.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement setting out the material facts relating to the Special Businesses mentioned at Item Nos. 5 & 6 of this Notice.

Item No. 5

Appointment of M/s. S.N. Ananthasubramanian & Co., Company Secretaries as the Secretarial Auditor of the Company

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2026 effective from January 22, 2026 ("**SEBI Amendment Regulation**"), every High Value Debt Listed Entity shall undertake secretarial audit as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"). Further, Regulation 24A of the SEBI Listing Regulations requires a listed entity to appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, upon recommendation of the Board, and with the approval of the members at the Annual General Meeting.

Accordingly, the Company being a High Value Debt Listed Entity is required to appoint a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years each.

In view of the above, upon recommendation of Audit Committee, the Board of Directors of the Company at their Meeting held on August 04, 2026, have recommended the appointment of M/s. S. N. Ananthasubramanian & Co. ("**SNACO**"), Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of consecutive 5 (five) years commencing from the conclusion of 21st Annual General Meeting until the conclusion of 26th Annual General Meeting of the Company to be held in calendar year 2031.

Brief Profile: *M/s. S. N. Ananthasubramanian & Co ("SNACO") is a reputed Practicing Company Secretary firm established in 1991 by Mr. S. N. Ananthasubramanian, a Fellow Member and past President of the Institute of Company Secretaries of India ("ICSI"), has a team of experienced and qualified company secretaries led by five partners. Over the years, SNACO has built a diverse client base, serving local, national and international corporates. Its clientele spans companies in the public sector, FMCG sector, insurance firms, market infrastructure institutions, emerging businesses, leading corporates, and not-for-profit organizations. SNACO offers a wide range of services, including secretarial audits, corporate governance consulting, certifications, and regulatory advisory.*

Confirmation and Disclosures:
SNACO, have confirmed and disclosed that:

- they meet the criteria of independence and that they are eligible for appointment as Secretarial Auditor.
- they are not disqualified for appointment as per the Companies Secretaries Act, 1980 and rules & regulations made thereunder and the Auditing Standards issued by ICSI.

- they have further confirmed that the proposed appointment is within the limits laid down by ICSI and that they do not have any conflict of interest in providing the services of Secretarial Audit, to the Company in terms of the ICSI Auditing Standard on Audit Engagement.

SNACO has also confirmed that their firm is a Peer Reviewed firm bearing Registration Certificate No: 5218/2023 which is valid till November 30, 2028, as issued by ICSI. SNACO has provided their consent and eligibility certificate, to the effect that their appointment as Secretarial Auditor, if made, would be in accordance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations.

Terms and conditions of the proposed appointment:

(i) **Term of appointment:** Five consecutive years from FY2026-27 to FY2030-31.

(ii) **Secretarial Audit Fees:** Upto ₹3,35,000/- per annum for FY2026-27 (excluding applicable taxes and reimbursement of out-of-pocket expenses at actuals) in connection with the secretarial audit and annual secretarial compliance report for FY2026-27. For subsequent year(s) the Board of Directors, upon recommendation by the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with SNACO.

(iii) **Other Certifications:** As may be mutually agreed between the Board or Audit Committee and SNACO during the defined term.

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

None of the Promoters, 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. 5 of the accompanying Notice.

Item No. 6

Approval for 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) on a private placement 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 the 20th Annual General Meeting held on September 26, 2025, had approved issuance of Non-Convertible Debentures / Bonds (including subordinated bonds and perpetual debt instruments) (collectively referred to as "**Non-Convertible Debentures**" or "**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 borrowing limits of INR 65,000 Crores as approved by the Members pursuant to Section 180(l)(c) of the Companies Act, 2013 (the "**Act**"), from time to time.

The previous Special Resolution was passed by the Members at Annual General Meeting held on September 26, 2025, and the period of one year expires on September 25, 2026. 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	Details
Particulars of the offer including the date passing the Board resolution	Non-Convertible Debentures for an aggregate amount not exceeding INR 12,500 Crore in one or more series / tranches, on a private placement basis at such interest rates and on such terms and conditions as may be determined by the Board of Directors (including any Committee(s) as may be authorised by the Board) of the Company. Date of passing Board Resolution: August 04, 2026
Kinds of securities offered and price at which security is being offered	Non-Convertible Debentures The Board (including any Committee(s) as may be authorised by the Board) shall determine specific terms and conditions of the offer at the time of issuance of respective series/tranches 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 prevailing market conditions at the time of issuance of NCDs.
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 Debentures, 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 NCDs will be determined and approved by the Board (including any Committee(s) as authorized by the Board) from to time, within a period of 1 (one) year from the date of passing this Resolution.

Purpose or objects of offer	Purpose or objects of each offer/issue of NCDs, will be determined and approved by the Board (including any Committee(s) as authorized by the Board).
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	Principle terms of assets charged as securities for each offer/issuance of NCDs, will be determined and approved by the Board (including any Committee(s) as authorised by the Board).

In this regard, it is proposed to seek approval of the Members of the Company by way of Special Resolution for offering or making an invitation to subscribe to NCDs on a private placement basis upto an aggregate amount not exceeding INR 12,500 Crores (Indian Rupees Twelve Thousand Five Hundred Crores only), such 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.

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

None of the Promoters, Directors, Key Managerial Personnel(s) or their relatives, or the entities comprising the interest of Promoters, Directors or Key Managerial Persons are in any way, concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 6 of the accompanying Notice.

On Behalf of **the Board of Directors**

Karishma Jhaveri
Company Secretary
ICSI Membership No. - A 25932

Place: Mumbai
Date: August 04, 2026

Registered Office:
2nd Floor, AllCargo House,
Kalina, CST Road,
Santacruz (E), Mumbai – 400 098.
CIN: U67190MH2006PLC159411
E-mail: investor.relations@credila.com
Website: https://www.credila.com/investor-relations

ANNEXURE TO AGM NOTICE

Additional Information of the Director seeking re-appointment at the 21st Annual General Meeting pursuant to Secretarial Standard-2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	**Mr. Seung Hyo Han**
DIN	10686686
Date of Birth and Age	April 01, 1976 (50 years)
Date of first appointment on the Board	June 28, 2024
Qualification	Bachelor's degree in business administration from the Kyungpook National University.
Brief resume including experience	Mr. Han is currently the general manager of Shinhan Bank. In the past, he has been associated with the affiliates and branches of Shinhan Bank in various roles including as the senior manager of its small medium enterprises business department and as the new business department head of Shinhan Vietnam Finance Company. Further, he served as the general manager of Shinhan Bank's (a) head office located in Vietnam, (b) Thai Nguyen branch, (c) digital banking division, and (d) India head office. He was also associated with Shinhan Bank as the deputy manager of the (a) Thai Nguyen branch, (b) Hanoi branch, and (c) Shinhan promotion department. He has over 22 years of experience in corporate and personal finance, sales management and digital innovation in banking industry. He holds a bachelor's degree in business administration from the Kyungpook National University.
Terms and conditions of appointment	Non-Executive (Nominee) Director of the Company, liable to retire by rotation.
Last drawn Remuneration in current financial year	Sitting fees & Commission: Not Applicable
Remuneration sought to be paid	Not Applicable
List of other Companies in which he/she holds Directorship	Nil
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a director	Nil
No. of Board Meetings attended during the year (FY2025-26)	5 out of 7
Relationship with other Director/s, Manager and Key Managerial Personnel	None
Shareholding in the Company	Nil