

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 THURSDAY, DECEMBER 26, 2024, AT 12:30 PM (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, MAHARASHTRA - 400 059:

SPECIAL BUSINESSES:

1. ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION 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 approval of the Board Of Directors of the Company ("**Board**") in its meeting held on December 24, 2024 and the provisions of Sections 5, 14, 15 and 18 of the Companies Act, 2013 and other applicable provisions, if any, and the rules made thereunder, each as amended, (the "**Companies Act**") the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the listing requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law, and subject to the necessary approvals required, the set of existing Articles of Association of the Company, as placed before the shareholders of the Company be and is hereby substituted with a restated set of Articles of Association placed before the shareholders of the Company and the same be approved and be adopted as new Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Maharashtra at Mumbai and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

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



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2. RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

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

“RESOLVED THAT in accordance with the applicable laws, regulations, policies, rules, guidelines, notifications, circulars, directions, clarifications and orders, as may be applicable including, without limitation, the provisions of Section 23, Section 62(1)(c) and any other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**“Companies Act”**), the Securities Contracts (Regulation) Act, 1956, along with the rules made thereunder as amended (**“SCRA”**), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), other applicable regulations, clarifications, circulars, notifications and guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), listing agreements to be entered into with the recognized Indian stock exchanges where the equity shares of the Company are proposed to be listed (the **“Stock Exchanges”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and any other applicable laws, regulations, guidelines, policies, notifications, circulars or clarifications issued from time to time by the Government of India (**“GoI”**), Department for Promotion of Industry and Internal Trade, Government of India, the Reserve Bank of India (**“RBI”**), the Registrar of Companies, Maharashtra at Mumbai (**“Registrar of Companies”**), the Department of Economic Affairs, Ministry of Finance, Government of India (**“DEA”**) and the Stock Exchanges, or any other regulatory authority or agency in India or outside India, including any foreign investment law, policy or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively the **“Applicable Laws”**) and the enabling provisions of the Memorandum of Association of the Company and the Articles of Association of the Company, and subject to the approval of relevant government, statutory, supervisory and/or regulatory authorities, including the SEBI, the RBI, the Registrar of Companies, the DEA and the Stock Exchanges, and such other consents, waivers, approvals, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such consents, waivers, approvals, permissions and sanctions, the consent, approval, authority and sanction of the board of directors of the members be and is hereby granted to create, issue, offer and allot equity shares of face value of ₹ 10 per Equity Share of the Company (the **“Equity Shares”**) up to an aggregate amount of ₹ 30,000 million (including share premium) (the **“Fresh Issue”**) and in the course of the initial public offering of the Equity Shares (the **“Offer”**), which may also include an offer for sale by certain existing selling shareholders (**“Offer for Sale”**) (provided that such number of additional Equity Shares to the extent of up to 1% of the Offer size or such other extent as may be permitted under the SEBI ICDR Regulations may be issued and allotted as may be required for the purposes of rounding off the nearest integer while finalising the basis of allotment), which may include, without limitation the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations which shall include, without limitation, reservation of a certain number of Equity Shares, discounts (if any) for any category or categories of persons as permitted under the applicable laws at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with applicable laws, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the board of directors of the Company (the **“Board”** or **“Board of Directors”**), which reference shall include any duly constituted committee thereof) in consultation with the book running lead managers appointed in relation to the Offer (the **“BRLMs”**) in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss), respectively of the SEBI ICDR Regulations, foreign/resident investors (whether institutions, incorporated bodies, mutual funds and/ or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities

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and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, insurance funds, provident funds, pension fund with minimum corpus of 25 crore rupees registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, national investment fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, systemically important non-banking financial companies, trusts/ societies registered under the Societies Registration Act, 1860, development financial institutions, multilateral and bilateral financial institutions, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Laws (collectively referred to as the **“Investors”**), whether through the Offer or otherwise in one or more modes or combinations thereof, including through an Offer document, prospectus and/or an information memorandum, if any, in consultation with the BRLMs and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions, as may be finalised by the Board in consultation with the BRLMs, including any reservation for allocation of a portion of the Offer to any category(ies) of persons permitted under Applicable Laws, including without limitation, eligible employees of the Company (**“Reservation”**) or at a discount to the Offer price to certain categories of Investors in accordance with Applicable Laws, including retail individual bidders or eligible employees (**“Discount”**), and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the receipt of consent of SEBI, GoI, RBI, the Registrar of Companies and/ or such other approvals, permissions and sanctions of all other concerned regulatory authorities and departments, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/ or underwriters and/ or the stabilizing agent and/ or other advisors or such persons appointed for the Offer.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and subject to such further corporate and other approvals as may be required, the consent and approval of the Board be and is hereby accorded to allot such number of Equity Shares as may be decided by it, to certain Investors prior to filing of the red herring prospectus with the Registrar of Companies and SEBI, in accordance with Applicable Laws (**“Pre-IPO Placement”**), at such price as the Board may, in consultation with the BRLMs, underwriters, placement agent(s) and/ or other advisor(s), determine in light of the then prevailing market conditions, and do all such other acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion deem fit and including, without limitation, negotiating, finalising and executing any document or agreement, including without limitation any private placement offer letters, placement agreement, term sheet and such other documents or any amendments or supplements thereto, and to open any bank account for the purpose, if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to and incidental to the Pre-IPO Placement and to settle any question, difficulty, or doubt that may arise with regard thereto. In the event of consummation of the Pre-IPO

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Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement.

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred under the Offer (including any Reservation or green shoe option) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company and the investors who are allotted or transferred the Equity Shares in the Offer shall be entitled to participate in dividends, if any, declared by the Company after the allotments of Equity Shares in the Offer, in compliance with the Applicable Laws.

RESOLVED FURTHER THAT subject to applicable laws, oversubscription to the extent of 1% of the Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Fresh Issue (including any reservation) shall be subject to the memorandum of association and the articles of association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT the Equity Shares, including the Equity Shares allotted/transferred through the Offer be listed at one or more recognized stock exchanges in India.

RESOLVED FURTHER THAT the Board, either by itself or through a duly authorised committee constituted by it, is entitled to negotiate, finalize and execute all such agreements and arrangements as well as amendments, supplements, notices or addenda or corrigenda thereto in connection with the Offer, for appointment of BRLMs and in consultation with the BRLMs for appointment of the intermediaries, underwriters, escrow agents, registrar, banker(s) to the Offer, legal counsels, depository(ies), monitoring agency, advertising agency, and all such persons or agencies as may be involved in or concerned with the Offer and to remunerate all such agencies in cash or otherwise, including by way of payment of commission, brokerage, fees, or reimbursement for expenses incurred in relation to the Offer, and to terminate any agreements or arrangements with such intermediaries.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any duly authorized committee or representative thereof, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the issue, allotment, transfer and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit and to give such directions and/ or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, including the premium to be charged on the shares, to vary the size of the issue as required by the SEBI, BRLMs, banks or other authorities or agencies concerned or as the Board or any committee thereof may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members and to do all such acts, deeds, matters or things whatsoever, including settling any question, doubt or difficulty that may arise from time to time with regard to or in relation to raising of resources as authorized herein and the utilisation of the Offer proceeds in relation to the expansion plans, acquisitions, repayment of secured loans/ unsecured loans, capital expenditure, other corporate initiatives or in any other manner it may deem fit, and that all or any of the powers conferred on the Board or any committee thereof vide this resolution may be exercised by the Board or such committee thereof as the Board may constitute in this behalf.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.”

3. MODIFICATION IN THE CREDILA FINANCIAL SERVICES LIMITED EMPLOYEES STOCK OPTION PLAN - 2022

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

“**RESOLVED THAT** in partial modification of resolution passed by the Shareholder at their meetings held on March 31, 2022 and April 18, 2022 and pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 (“the **Act**”), read with the Companies (Share Capital and Debentures) Rules, 2014 (“the **Rules**”) made thereunder (including any amendment, modification, variation or re-enactment thereof), the Memorandum and Articles of Association of the Company and subject to such other rules, regulations and guidelines as may be applicable from time to time and subject to the approval(s), consent(s), permission(s) and / or sanction(s) as may be required from appropriate regulatory authorities / institutions or bodies and subject to such terms and conditions as may be prescribed / imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Committee constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the Shareholders of the Company be and is hereby accorded to amend/modify the Credila Financial Services Limited Employees Stock Option Plan 2022 (“**ESOP-2022**”), based on the recommendation of the Nomination and Remuneration Committee and the Board on December 23, 2024 and December 24, 2024, respectively, the details of such amendment/modification are given in the explanatory statement annexed to the Notice in relation to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of ESOP – 2022 and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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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.”

On Behalf of **the Board of Directors**

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: December 24, 2024

Registered Office:
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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 along with a 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 to 3 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
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
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: December 24, 2024

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Annexure to the Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (the “Act”), the following explanatory statement sets out all material facts relating to the business(es) mentioned in Item nos. 1 to 3 of this Notice:

Item No. 1

Adoption of the Restated Articles of Association of the Company

In order to undertake the proposed public issue, the Company will be required to ensure that the articles of association of the Company (the “**Articles of Association**”) conform to the requirements and directions of relevant stock exchanges prior to filing of the pre-filed draft red herring prospectus with the Securities and Exchange Board of India and the relevant stock exchanges. The Company therefore proposes to adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges and the Companies Act, 2013 and the rules made thereunder, as amended (“Act”), and other applicable laws.

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting.

Pursuant to the provisions of Section 14 of the Act, as applicable, any amendment in the Articles of Association requires approval of the members of the Company by way of a special resolution.

The Board recommends passing of the Special Resolution at Item No. 1, for approval of the Members of the Company.

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 proposed in Item no. 1 of the accompanying Notice.

Item no. 2

Raising of capital through an Initial Public Offering (“IPO”)

The Company proposes to create, offer, issue and allot equity shares of the Company of face value of ₹ 10 (the “**Equity Shares**”) each up to an aggregate amount of ₹30,000 million (including share premium) for cash either at par or premium, on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

The proposed offering is likely to include a fresh issue of the Equity Shares by the Company (the “**Fresh Issue**”) and an offer for sale of Equity Shares (the “Offer for Sale” together with the Fresh Issue, the “**Offer**”) by certain existing shareholders of the Company (the “**Selling Shareholders**”). An existing shareholder seeking to offer either all or some of the Equity Shares which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, may offer it for sale within the Offer for Sale for such price, as may be determined by the book building process, in accordance with the SEBI ICDR Regulations.

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In the event an existing shareholder chooses to participate in the Offer, such existing shareholder will be required to comply with certain requirements and undertake certain activities, an indicative list of which is set forth below. In addition, the Selling Shareholders may be required to comply with additional requirements under applicable law or such other directions as may be specified by the Company, SEBI and other regulatory authorities.

(i) Eligibility:

In terms of SEBI ICDR Regulations, the Equity Shares offered in the Offer for Sale, subject to the prescribed exemptions, are required to have been held by each Selling Shareholder for a period of at least one year prior to filing of the PDRHP with SEBI or otherwise in accordance with Regulation 8 of the SEBI ICDR Regulations.

(ii) Dematerialization:

The Equity Shares forming part of the Offer for Sale are required to be fully paid up and held in dematerialized form. To avoid any delays further on in the process, the dematerialization of Equity Shares and credit into escrow account should be undertaken prior to conveying consent for participating in the Offer for Sale, in accordance with the Depositories Act, 1996, as amended and the regulations made thereunder, read with the central depositories' respective byelaws of National Securities Depository Limited and Central Depository Services (India) Limited.

(iii) Lock-in:

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company, including the Equity Shares held by the Selling Shareholders (which are not sold in the Offer) will be locked-in for a period of six months from the date of allotment of the Equity Shares pursuant to the Offer, in accordance with SEBI ICDR Regulations, other than the Equity Shares offered by way of the Offer for Sale and which are successfully allotted/ transferred as part of the Offer for Sale. Further, the Equity Shares for minimum promoters' contribution will be locked in for a period of eighteen months.

(iv) Proceeds and expenses in relation to the Offer:

As per the SEBI ICDR Regulations, the proceeds of the Offer received by the Company (pursuant to the Fresh Issue) and the Selling Shareholders (pursuant to the Offer for Sale), and Offer related expenses (except for listing fees which shall be exclusively born by the Company), shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares offered by the Company and the Selling Shareholders through the Offer.

(v) Documentation:

The Selling Shareholders will have to provide duly executed consent and certificate, in relation to compliance and certain confirmations required under the SEBI ICDR Regulations and other applicable law, including in relation to clear title to the Equity Shares held by them and Offer expenses, and a power of attorney authorizing certain officials of the Company to act on their behalf in relation to the Offer.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) The object(s) of the Fresh Issue:

The proceeds of the Fresh Issue are to be utilized for the purposes that shall be disclosed in the pre-filed draft red herring prospectus to be filed with the SEBI in connection with the Offer, including for general corporate purposes. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to applicable law.

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(iii) **Whether a change in control is intended or expected:**

No change in control is intended or expected as a result of the Offer.

(iv) **Allotment**

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “Companies Act, 2013”), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

The Board recommends passing of the Special Resolution for approval of the Members of the Company.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

Item no. 3

Modification in the Credila Financial Services Limited Employees Stock Option Plan – 2022

Based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors and Shareholders of the Company at their meetings held on March 26, 2022, and March 31, 2022, respectively, had accorded their approval for adoption of HDFC Credila Financial Services Limited Employees Stock Option Plan - 2022 (“ESOP – 2022”). The ESOP - 2022 was then modified by the Shareholder of the Company on April 18, 2022.

Further, considering the Company’s plan to raise capital through an initial public offering (‘**Proposed Offer**’), it is proposed to modify ESOP – 2022 in accordance with the applicable provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB Regulations**”), as amended from time to time.

A gist of changes in the ESOP – 2022, inter-alia include:

- Policy is being renamed as Credila Financial Services Limited Employee Stock Option Plan – 2022 pursuant to name change; and
- Amendment in language for few clauses to align with the SEBI SBEB Regulations.

The amendments in the ESOP – 2022 in accordance with SEBI SBEB Regulations shall not be detrimental to the interest of the employees as mentioned in ESOP – 2022.

A draft copy of the ESOP – 2022 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 this EGM. Members seeking to inspect such documents can send an email to investor@credila.com

Pursuant to Section 62 of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, the Company may by Special Resolution, vary the terms of Employees Stock Option Scheme not yet exercised by the employees provided such variation is not prejudicial to the interests of the option holders.

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

The Board recommends the passing of the Special Resolution at Item No. 3 of the accompanying Notice, for the approval of the Shareholders of the Company by way of a Special Resolution.

The Directors/Key Managerial Personnel(s) of the Company may be deemed to be concerned or interested in the proposed Special Resolution in Item No. 3 of the accompanying Notice, to the extent of the Options, if any, which may be offered to them under and in accordance with ESOP – 2022.

On Behalf of the Board of Directors

Karishma Jhaveri
Company Secretary

Place: Mumbai
Date: December 24, 2024

Registered office:

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

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