

## 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 FRIDAY, MAY 08, 2026, AT 10:00 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. THE DEEMED VENUE OF THE MEETING SHALL BE 2<sup>ND</sup> FLOOR, ALLCARGO HOUSE, KALINA, CST ROAD, SANTACRUZ (E), MUMBAI – 400098, WHICH IS THE REGISTERED OFFICE OF THE COMPANY.**

### SPECIAL BUSINESS:

#### 1. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SHINHAN BANK CO., LTD. DURING FINANCIAL YEAR 2026-27

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

**“RESOLVED THAT** pursuant to Regulation 62K read with Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the provisions of the Companies Act, 2013 (**“Act”**) read with rules made thereunder and other applicable laws (including any amendment(s), modification(s), circular(s), variations or re-enactment(s) thereof for the time being in force), and the Company’s policy on Related Party Transaction(s) (**“RPTs”**), and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, respectively, approval of the Shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as **“Board”**, which term shall be deemed to include any Committee constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution), with Shinhan Bank Co., Ltd. directly or through its Indian branch and/or HongKong branch and/or other branches (**“Shinhan Bank”**), a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, for entering into related party transactions (whether by way of individual transaction or transactions taken together with series of transactions or otherwise) during FY2026-27, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder and as set out in the explanatory statement annexed to this Notice, notwithstanding the fact that all such transactions during FY2026-27, whether individually and/or in the aggregate, will exceed the limits prescribed under the SEBI Listing Regulations or such other materiality threshold as may be applicable under any law / regulations from time to time, provided that such transaction(s)/ arrangement(s)/ contract(s)/ agreement(s) shall be carried out in ordinary course of business and on arm’s length basis:

- (i) Availing term loan facility, external commercial borrowings (ECBs), exposure on derivatives for hedging foreign currency and interest rate risks (net of CSA margins) guarantee, letters of credit or any other fund-based facilities.
- (ii) Placing of term deposits/fixed deposits and receipt of interest on such deposits.
- (iii) Sell loans or loan pools by way of assignment/securitisation of loans or pass through certificate transactions and servicing arrangements.
- (iv) Fee for referral services/cross sell opportunities for either parties products or services.

## CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Limited)

Corporate Identity Number: U67190MH2006PLC159411

Regd. Office: 2<sup>nd</sup> Floor, AllCargo House, Kalina, CST Road, Santacruz (East), Mumbai - 400 098, India



Phone No.: 022-6827 6501



Email: investor.relations@credila.com

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board by this Resolution), be and are hereby severally authorised to approve, finalise, modify, settle, execute and sign such documents/deeds/writings/papers/agreements/letters, as may be required or considered necessary, expedient and incidental to execution of such transactions and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable including delegating all or any of its powers herein conferred to any Director(s) and / or Key Managerial Personnel / officer(s) / employee(s) of the Company/ any other person(s), to give effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** all actions taken by the Board and/or the Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respect.”

On Behalf of the Board of Directors

Sd/-

**Karishma Jhaveri**  
Company Secretary

ICSI Membership No. - A 25932

Place: Mumbai  
Date: May 07, 2026

**Registered Office:**

2<sup>nd</sup> Floor, AllCargo House,  
Kalina, CST Road,  
Santacruz (E), Mumbai – 400 098.

**CIN:** U67190MH2006PLC159411

**E-mail:** [investor.relations@credila.com](mailto:investor.relations@credila.com)

**Website:** <https://www.credila.com/investor-relations>

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**NOTES:**

1. 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 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') or Other Audio-Visual Means ("OAVM") facilitated through Microsoft Teams. The link for joining the meeting will be provided in the email sent to the Members for attending the EGM along with a copy of the Notice. 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.
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and the reasons relating to the proposed resolution set out in this Extra-Ordinary General Meeting Notice ("Notice") is appended below for information and consideration of Shareholders and the same should be considered as part of this Notice.
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 Shareholders 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.relations@credila.com](mailto:investor.relations@credila.com)
6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to all the Shareholders and others who are entitled to receive such Notice, only through electronic mode to their emails registered with the Company and the Notice will also be available on the Company's website at <https://www.credila.com/investor-relations>.
7. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours from 9.30 a.m. to 6.30 p.m. on all working days without any fee by the Shareholders from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect such documents can send an email to [investor.relations@credila.com](mailto:investor.relations@credila.com)

On Behalf of the **Board of Directors**

Place: Mumbai  
Date: May 07, 2026

Sd/-  
**Karishma Jhaveri**  
Company Secretary  
ICSI Membership No. - A 25932

**Registered Office:**

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 62D(17) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required under Section 102 of the Companies Act, 2013 (the “Act”) and Regulation 62D(17) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (“SEBI Listing Regulations”) the following explanatory statement sets out all material facts relating to the special business mentioned at Item No. 1 of this Notice:

**Item No. 1**

**Approval of Material Related Party Transactions with Shinhan Bank Co., Ltd during financial year 2026-27**

The provisions of Regulation 62K read with Regulation 23 of the SEBI Listing Regulations, as amended from time to time, mandate prior approval of shareholders of the Company by way of an ordinary resolution for all material related party transactions and any subsequent material modifications thereto, as defined by the Audit Committee, even if such transactions are entered into in the ordinary course of business of the Company and on an arm’s length basis.

Further, pursuant to the provisions of Regulation 23 read with Schedule XII of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company based on the last audited financial statements of the company, for companies with annual consolidated turnover up to ₹ 20,000 crore. Since the Company does not have any subsidiary, the annual standalone turnover of the Company for FY2025-26 based on the annual audited financial statements for the financial year ending March 31, 2026, was ~ ₹ 6,061.49 crores. Accordingly, the transaction(s) to be entered into individually or taken together with previous transactions with any related party of the Company exceeding ₹ 606.15 crores, will be considered as material related party transactions.

The Company proposes to enter into following transactions for an aggregate amount up to ₹ 4,100 crores with Shinhan Bank Co., Ltd. directly or through its Indian branch and/or HongKong branch and/or other branches (“Shinhan Bank”), a related party of the Company during FY2026-27:

Sr. No.	Particulars	Maximum Amount for FY2026-27 (in ₹ crores)
1	Availing term loan facility, external commercial borrowings (ECBs), exposure on derivatives for hedging foreign currency risk on ECB and interest rate risks (net of CSA margins), guarantee, letters of credit or any other fund-based facilities alongwith interest on ECB, Bank term loans, Derivative Settlement and other fees.	2,000
2	Placing of term deposits/fixed deposits and receipt of interest on such deposits.	500
3	Sell loans or loan pools by way of assignment/securitisation of loans or pass through certificate transactions and servicing arrangements.	1,500
4	Fee for referral services/cross sell opportunities for either parties products or services	100
<b>Total</b>		<b>4,100</b>

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Considering that the aforesaid transactions with Shinhan Bank exceeds the materiality thresholds prescribed under the SEBI Listing Regulations, the Audit Committee (comprising of Independent Directors) at their Meeting held on May 07, 2026 unanimously approved the material related party transactions (RPT) to be entered into with Shinhan Bank during FY2026-27, subject to prior approval of the shareholders of the Company.

Further, the Audit Committee also reviewed and noted:

- (i) the information required under the Act, SEBI Listing Regulations and the Industry Standards on “Minimum Information to be Provided for Review of the Audit Committee and Shareholders for Approval of a Related Party Transaction”, as prescribed under SEBI circulars dated June 26, 2025, and October 13, 2025 (“Industry Standards”);
- (ii) Certificate from Managing Director & CEO and the Chief Financial Officer of the Company confirming that the said transaction(s) with Shinhan Bank are in the interest of the Company and not prejudicial to the interest of shareholders; and
- (iii) No-Objection Certificate from the Debenture Trustee of the Company (for the listed debt securities issued on or after April 01, 2025) for entering into material RPT with Shinhan Bank during FY2026-27 for an amount aggregating to ₹ 4,100 Crores.

Based on the recommendation of the Audit Committee, the Board at their Meeting held on May 07, 2026, have also approved the material RPT to be entered into with Shinhan Bank in FY2026-27, subject to approval of the shareholders.

Details required to be furnished under the SEBI Listing Regulations read with Industry Standards in relation to the minimum information to be placed before the shareholders for approval of the material RPT are provided hereunder:

**General details in respect of the Related Party Transaction(s):**

Sr.No.	Particulars of Information	Details
<b>A(1): Basic details of the related party</b>		
1	Name of the related party	Shinhan Bank Co., Ltd. directly or through its Indian branch and/or HongKong branch and/or other branches ( <b>‘Shinhan Bank’</b> )
2	Country of incorporation of the related party	South Korea
3	Nature of business of the related party	Banking
<b>A(2): Relationship and ownership of the related party</b>		
1.	Relationship between the Company and the related party – including nature of its concern (financial or otherwise) and the following:	Shinhan Bank Co., Ltd. holds more than 10% of shareholding in the Company and hence, is considered a Related Party under SEBI Listing Regulations.  Nature of Concern- Financial
a.	Shareholding of the Company (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NA
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share	NA

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	capital, then capital contribution, if any, made by the Company.											
c.	Shareholding of the related party, whether direct or indirect, in the Company as on March 31, 2026	10.06% (Direct)										
<b>A(3): Details of previous transactions with the related party</b>												
1.	Total amount of all the transactions undertaken by the Company with the related party during the last financial year.	Term loan received / repaid; Interest on term loans and Term Deposit; Commission on sourcing of loans; Term Deposit (placed / matured); Direct Assignment; Processing fees paid; Servicing fees income; ₹ 138.74 crore										
2.	Total amount of all the transactions undertaken by the Company with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	NA										
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the Company during the last financial year.	NA										
<b>A(4): Amount of the proposed transaction(s)</b>												
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 4,100 crore										
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes										
3.	Value of the proposed transactions as a percentage of the Company's annual consolidated turnover for the immediately preceding financial year.	67.64%										
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the Company is not a party to the transaction).	NA, as the Company does not have any subsidiary.										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available <sup>5</sup> .	2.72%										
6.	Financial performance of the related party for the immediately preceding financial year <sup>5</sup> :  (Information provided on consolidated basis)	<table border="1"> <thead> <tr> <th colspan="2">In ₹ crore</th> </tr> <tr> <th>Particulars</th> <th>CY2025</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>1,51,011</td> </tr> <tr> <td>Profit After Tax</td> <td>31,573</td> </tr> <tr> <td>Net worth</td> <td>2,39,874</td> </tr> </tbody> </table>	In ₹ crore		Particulars	CY2025	Turnover	1,51,011	Profit After Tax	31,573	Net worth	2,39,874
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*<sup>§</sup>Shinhan Bank Co., Ltd., is incorporated in South Korea and follows the calendar year January to December as its financial year.*

**Transaction specific details for proposed related party transactions**

**1. Nature of Transaction: Availing external commercial borrowings (ECBs) @**

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Availing external commercial borrowings (ECBs)</b>
2.	Details of each type of the proposed transaction	The terms of the ECBs shall be based on prevailing market conditions and will be mutually agreed between the parties.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	Upto ₹ 1,299 crores  Not applicable since these are recurring transactions and approval is being sought for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	This transaction will enable the Company to further augment its sources of funds and will facilitate incremental growth in Company's business.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	As per the market practice which Company is accepting with other lenders.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest rate is determined by the lender based on the credit profile and the funding needs of the Company.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Cost of Borrowing will be determined basis prevailing market conditions.
4.	Maturity / due date	As per terms of the facility, subject to a maximum of 5 years.

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Sr. No.	Particulars of the information	Details
5.	Repayment schedule & terms	As per terms of the facility, subject to a maximum of 5 years.
6.	Whether secured or unsecured	Secured
7.	If secured, the nature of security & security coverage ratio	Upto 1.1x cover on Loan Receivables
8.	The purpose for which the funds will be utilized by the Company	Onward Lending for Education Loans
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements  Note: This shall not be applicable to listed banks /NBFC /insurance companies/ housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements.  Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs

@INR amount mentioned for availing of ECB is taking into consideration the exchange rate at the time of Drawdown, Outstanding amount in INR might change basis Exchange rate at the period of time

## 2. Nature of Transaction: Interest on ECB and other fees

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Interest on ECB and other fees</b>
2.	Details of each type of the proposed transaction	Interest will be paid on ECB taken from Shinhan Bank and the other incidental transactions in terms of processing fees, facility agent fees, if any.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 150 crore  Not applicable since these are recurring transactions and approval is being sought for FY2026-27.

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Sr. No.	Particulars of the information	Details
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	Based on the aforesaid proposed transactions, there may be incidental transactions in terms of processing fees, facility agent fees, interest on ECB which has to be linked to the underlying facility.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	This is linked to the aforesaid underlying facility.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest rate is determined by the lender based on the credit profile and the funding needs of the Company.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NA. Cost will be linked to the aforesaid underlying facility which will include the processing fees as may be mutually agreed between the parties.
4.	Maturity / due date	NA. Terms will be as per the aforesaid linked underlying facility.
5.	Repayment schedule & terms	NA. Terms will be as per the aforesaid linked underlying facility.
6.	Whether secured or unsecured	NA. Terms will be as per the aforesaid linked underlying facility.
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the Company	Onward Lending
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements  Note: This shall not be applicable to listed banks/ NBFC / insurance companies/ housing finance companies.  a. Before Transaction b. After Transaction	This disclosure is not applicable to Listed NBFCs
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements.	

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Sr. No.	Particulars of the information	Details
	Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.  a. Before Transaction b. After Transaction	

**3. Nature of Transaction: Availing term loan facility, guarantee, letters of credit or any other fund-based facilities.**

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Availing term loan facility, guarantee, letters of credit or any other fund-based facilities</b>
2.	Details of each type of the proposed transaction	Company may avail term loan or overdraft facilities. The limits are for loans to be availed during FY206-27 including renewals, if any.  Type, amount, tenure, nature of security, and other terms and conditions of the facility availed shall depend on the funding needs of the Company and shall be on mutually agreed terms and conditions to be included in the sanction letter & facility documentation, subject to applicable RBI regulations.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 years - for grant of facilities, actual tenure of such facilities may vary
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 500 crore*  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	As a part of the funding needs of the Company, it may be required to borrow funds from time to time. The Company avails funded and non-funded facilities from the Bank, in line with the terms at which such facilities are availed from other unrelated banks/ financial institutions.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed
a.	Name of the director / KMP	

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Sr. No.	Particulars of the information	Details
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	As per the market practice which Company is accepting with other counterparties.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest rate on Term Loan is determined by the lender based on the credit profile and the funding needs of the Company.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	Cost of Borrowing will be determined basis prevailing market conditions.
4.	Maturity / due date	As per the terms of the facility, subject to a maximum of 5 years.
5.	Repayment schedule & terms	As per the terms of the facility Quarterly/Half Yearly/ Yearly and upto 5 years.
6.	Whether secured or unsecured	Secured.
7.	If secured, the nature of security & security coverage ratio	Upto 1.1x cover on Loan Receivables
8.	The purpose for which the funds will be utilized by the Company	Term Loan Facility will be utilized for on lending of education loans.
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements  Note: This shall not be applicable to listed banks/ NBFC/ insurance companies/ housing finance companies.  a. Before Transaction b. After Transaction	This disclosure is not applicable to Listed NBFCs
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements.  Note: This shall not be applicable to listed banks/ NBFC / insurance companies / housing finance companies.  a. Before Transaction b. After Transaction	This disclosure is not applicable to Listed NBFCs

\* The Company may avail specified facilities, in any combination, up to an aggregate limit of ₹500 crore, subject to the overall consolidated exposure not exceeding ₹500 crore.

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Phone No.: 022-6827 6501



Email: investor.relations@credila.com

**4. Nature of Transaction: Exposure on derivatives for hedging foreign currency risk on ECB and interest rate risks<sup>#</sup>**

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Exposure on derivatives for hedging foreign currency risk on ECB and interest rate risks<sup>#</sup></b>
2.	Details of each type of the proposed transaction	Derivative transactions, including premium payable on Derivatives and subsequent settlements, may be entered for hedging foreign currency risk on ECB and interest rate risks.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 500 Crore*  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The derivative transactions enables the Company to mitigate currency and interest rate risk for servicing ECB loans. The transactions are undertaken at prevailing market rates. Hence, the transaction is in interest of the Company
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	The terms of the derivatives will be based on the prevailing market conditions and will be mutually agreed upon.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Derivative transactions pricing will be determined as per Market standards.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NA. Terms will be as per the linked underlying facility.

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Sr. No.	Particulars of the information	Details
4.	Maturity / due date	NA. Terms will be as per the linked underlying facility. The derivative transactions and settlements are based upon existing market conditions.
5.	Repayment schedule & terms	NA. Terms will be as per the linked underlying facility. The derivative transaction maturity will be basis underlying facility.
6.	Whether secured or unsecured	NA
7.	If secured, the nature of security & security coverage ratio	
8.	The purpose for which the funds will be utilized by the Company	NA
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs.
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs.

*# As per Reserve Bank of India guidelines, banks do not take the full notional amount of a derivative as exposure. Banks calculate Credit Exposure = Current MTM + Potential Future Exposure (PFE), where PFE is taken as a percentage of the notional amount depending on the product and maturity. The limits prescribed for Derivatives are for the Notional amount whereas the exposure to counterparties will be calculated as per above method which will be substantially less.*

*\*The Company may avail specified facilities, in any combination, up to an aggregate limit of ₹500 crore, subject to the overall consolidated exposure not exceeding ₹500 crore.*

#### 5. Nature of Transaction: Interest on bank term loans

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Interest on bank term loans</b>
2.	Details of each type of the proposed transaction	Interest will be paid on term loan facility taken from Bank
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 Years
4.	Whether omnibus approval is being sought?	Yes

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Sr. No.	Particulars of the information	Details
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 50 crore  <i>(Interest on the above will be charged as per the mutually agreed rates)</i>  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The transaction is incidental to the transaction of availing of term loans with the bank
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	The terms of the loans will be based on the prevailing market conditions and will be mutually agreed upon.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	Interest rate on term loan is determined by the lender based on the credit profile and the funding needs of the Company.
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NA. Cost will be basis linked underlying facility.
4.	Maturity / due date	NA. Terms will be as per the linked underlying facility.
5.	Repayment schedule & terms	NA. Terms will be as per the linked underlying facility.
6.	Whether secured or unsecured (If secured, the nature of security & security coverage ratio)	NA
7.	The purpose for which the funds will be utilized by the Company	NA
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs.

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Sr. No.	Particulars of the information	Details
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs.

#### 6. Nature of Transaction: Commission on sourcing of loans

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Commission on sourcing of loans</b>
2.	Details of each type of the proposed transaction	Commission will be paid on loans sourced by the Bank for the Company at agreed rates.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 3 years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 100 Crore  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The Company has entered into MOU with Shinhan Bank for cross sale opportunities - sourcing education loans to augment Company's business growth.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(1)</b>	<b>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA

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Sr. No.	Particulars of the information	Details
2.	Basis of determination of price.	The terms of the Sourcing arrangement are similar as compared to any other Bank in India acting as a sourcing agent to the Company.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
a.	Amount of Trade advance	NA
b.	Tenure	NA
c.	Whether same is self-liquidating?	NA

#### 7. Nature of Transaction: Placing of Term / Fixed Deposit<sup>^</sup>

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transaction</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Placing of Term / Fixed Deposit<sup>^</sup></b>
2.	Details of each type of the proposed transaction	Placement of Term / Fixed Deposit
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	7 days - 1 year based on the Company's requirement.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 450 Crore  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The Company may, depending on its liquidity needs, park funds in the form of term / fixed deposit with the Bank.  The proposed RPTs are at an arm's length basis and placed with Shinhan Bank on terms similar to those offered by other unrelated banks, depending on commercially viable arrangements for the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	

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Sr. No.	Particulars of the information	Details
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(3)</b>	<b>Disclosure only in case of transactions relating to investment made by the Company</b>	
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	This disclosure is not applicable to Listed NBFCs
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	This disclosure is not applicable to Listed NBFCs
a.	Nature of indebtedness	
b.	Total cost of borrowing	
c.	Tenure	
d.	Other details	
3.	Purpose for which funds shall be utilized by the investee company	The Company will invest in term / fixed deposit for temporary parking of funds at Arms' Length price.
4.	Material terms of the proposed transaction	Term / Fixed deposit to be booked are in the ordinary course of business at interest rates prevailing at the time of booking the term/fixed deposit.
<b>C(2)</b>	<b>Disclosure only in case of transactions relating to any investment made by the Company</b>	
1.	Latest credit rating of the related party	NA
	Note	
	a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. This shall be applicable in case of investment in debt securities.	NA
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No regulatory approval is required.

^ Maturity of Term Deposit in normal course of business is not considered as transaction in table above.

## 8. Nature of Transaction: Interest on Term / Fixed Deposits

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Interest on Term / Fixed Deposits</b>

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Sr. No.	Particulars of the information	Details
2.	Details of each type of the proposed transaction	Interest is received on deposits being kept with bank.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	NA. This is linked to underlying facility.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 50 crore  Interest shall be as per banks pricing grid prevailing from time to time and hence the amounts cannot be estimated.  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	Receipt of interest is ancillary to the primary transaction of placing term / fixed deposits.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(3)</b>	<b>Disclosure only in case of transactions relating to investment made by the Company</b>	
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	This disclosure is not applicable to Listed NBFCs
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	This disclosure is not applicable to Listed NBFCs
a.	Nature of indebtedness	
b.	Total cost of borrowing	
c.	Tenure	
d.	Other details	
3.	Purpose for which funds shall be utilized by the investee company	Company will invest in term / fixed deposits for temporary parking of funds at Arms' Length price

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Sr. No.	Particulars of the information	Details
4.	Material terms of the proposed transaction	The interest on the term / fixed deposit will be in the ordinary course of business at interest rates prevailing at the time of booking the term / fixed deposit.
<b>C(2)</b>	<b>Disclosure only in case of transactions relating to any investment made by the Company.</b>	
1.	Latest credit rating of the related party	NA
	Note	
	a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	NA
	b. This shall be applicable in case of investment in debt securities.	NA
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	No regulatory approval is required.

#### 9. Nature of Transaction: Direct Assignment and related Servicing Fees Income

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Direct Assignment and related Servicing Fees Income</b>
2.	Details of each type of the proposed transaction	The direct assignment transactions are undertaken in accordance with applicable RBI Regulations.  Consideration and other terms are as mutually agreed between the parties.  Servicing Fees Income is linked to Direct Assignment transaction for servicing of the assigned loan
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2026-27 (12 months)
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 1,500 Crore  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The transactions are entered in the normal course of the business and enables the Company to further augment its sources of funds and are in furtherance of the

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Sr. No.	Particulars of the information	Details
		Company's business and therefore, in the incremental growth of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank. Mr. Han does not hold any equity shares of the Company.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA

#### 10. Nature of Transaction: Other Fees related to Direct Assignment and term loans

Sr. No.	Particulars of the information	Details
<b>A(5)</b>	<b>Basic details of the proposed transactions</b>	
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<b>Other Fees related to Direct Assignment and term loans</b>
2.	Details of each type of the proposed transaction	Fees are being payable on term loan availed and direct assignment transaction entered with the Bank.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Upto 5 Years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year wise.	Upto ₹ 1 crore  <i>Premia / Fees on the above will be charged as per the mutually agreed rates.</i>  Not applicable since these are recurring transactions and approval is being sought only for FY2026-27.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the Company	The Company will enter the transactions related to the Direct Assignment and availing of term loan for which fees is to be paid. Fees paid to bank is similar to the fees paid to other banks for similar transactions.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the Company who have interest in the transaction, whether directly or indirectly.	Except Mr. Seung Hyo Han, Director of the Company and General Manager in Shinhan Bank, none of the other Directors/KMP have any interest, whether directly or indirectly, in any of the proposed transactions in Shinhan Bank.
a.	Name of the director / KMP	
b.	Shareholding of the director / KMP, whether direct or indirect, in the related party	

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Sr. No.	Particulars of the information	Details
		Bank. Mr. Han does not hold any equity shares of the Company.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	No
9.	Other information relevant for decision making.	NA
<b>B(5)</b>	<b>Disclosure only in case of transactions relating to borrowings by the Company</b>	
1.	Material covenants of the proposed transaction	The terms of Fees will be determined basis prevailing market conditions and will be mutually agreed upon.
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	NA
3.	Cost of borrowing Note: This shall include all costs associated with the borrowing	NA
4.	Maturity / due date	NA
5.	Repayment schedule & terms	NA
6.	Whether secured or unsecured (If secured, the nature of security & security coverage ratio)	NA
7.	The purpose for which the funds will be utilized by the Company	NA
<b>C(4)</b>	<b>Disclosure only in case of transactions relating to any borrowings made by the Company</b>	
1.	Debt to Equity Ratio of the Company based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs
2.	Debt Service Coverage Ratio of the Company based on last audited financial statements. Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies. a. Before Transaction; b. After Transaction	This disclosure is not applicable to Listed NBFCs

All the aforesaid transactions are in furtherance of the business activities and are in accordance with the applicable laws, therefore, in the interest of the Company.

Accordingly, pursuant to the provisions of the SEBI Listing Regulations, approval of the Shareholders is being sought for grant of authority to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into or give effect to all the aforesaid transaction(s)/ arrangement(s)/ contract(s)/ agreement(s) with Shinhan Bank, whether by way of continuation(s) or extension(s) or renewal(s) or modification(s) of existing arrangements/ contracts/ agreements/ transactions or as fresh and independent transaction(s) or otherwise whether undertaken individually or taken together or series of transactions, during FY2026-27.

The proposed related part transactions are in the ordinary course of business of the Company and on an arm's length basis.

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Accordingly, the Board recommends passing of the ordinary resolution as set out at Item No. 1 of the accompanying Notice.

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee under the Company's Policy on Related Party Transactions, shall be placed before the shareholders for approval in terms of Regulation 62K of the SEBI Listing Regulations.

The Shareholders may please note that in terms of the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the aforesaid transactions or not) shall not vote to approve on the ordinary resolution at Item No. 1.

Except Mr. Seung Hyo Han and his relatives, none of the other Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the Ordinary Resolution proposed at Item No. 1 of the accompanying Notice.

On Behalf of the **Board of Directors**

Sd/-

**Karishma Jhaveri**  
**Company Secretary**  
**ICSI Membership No. - A 25932**

Place: Mumbai  
Date: May 07, 2026

**Registered Office:**

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**CIN:** U67190MH2006PLC159411

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**CREDILA FINANCIAL SERVICES LIMITED**

*(Formerly known as HDFC Credila Financial Services Limited)*

**Corporate Identity Number: U67190MH2006PLC159411**

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