

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, MARCH 12, 2026, AT 11.30 A.M. (IST) THROUGH VIDEO CONFERENCING ('VC') IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESSES. DEEMED VENUE OF THE MEETING SHALL BE THE REGISTERED OFFICE OF THE COMPANY I.E., 2ND FLOOR, ALLCARGO HOUSE, KALINA, CST ROAD, SANTACRUZ (E), MUMBAI – 400 098.

SPECIAL BUSINESSES:

1. APPOINTMENT OF MR. SAURAV SINHA (DIN: 10867234) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable rules of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 62 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and such other circulars and directions as may be issued by Reserve Bank of India from time to time (“RBI Master Directions”), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Saurav Sinha (DIN: 10867234), who was appointed as an Additional Independent Director of the Company with effect from December 16, 2025 in terms of Section 161 of the Act and who has consented to act as a Director of the Company and submitted a declaration that he meets the criteria for independence as provided in the Act and the SEBI Listing Regulations and the fit and proper criteria as per RBI Master Directions and who is eligible for appointment under the provisions of the Act and rules made thereunder, SEBI Listing Regulations and RBI Master Directions, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of (2) two consecutive years effective December 16, 2025 to December 15, 2027 (both days inclusive), not liable to retire by rotation, and shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, and such other terms and conditions as mentioned in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Limited)

Corporate Identity Number: U67190MH2006PLC159411

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

2. **RE-APPOINTMENT OF MR. DAMODARANNAIR SUNDARAM (DIN: 00016304), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable rules of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 62 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and such other circulars and directions as may be issued by Reserve Bank of India, as amended from time to time (“RBI Master Directions”), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Damodarannair Sundaram (DIN: 00016304), whose first term expires on March 20, 2026, and who has consented to be re-appointed as a Director of the Company and submitted a declaration that he meets the criteria for independence as provided in the Act and the SEBI Listing Regulations and the fit and proper criteria as per RBI Master Directions and who is eligible for re-appointment under the provisions of the Act and rules made thereunder, SEBI Listing Regulations and RBI Master Directions, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, for second term of four (4) consecutive years commencing from March 21, 2026 until March 20, 2030 (both days inclusive), not liable to retire by rotation, and shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, and such on such other terms and conditions as mentioned in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT pursuant to Regulation 62D(2) and other applicable provisions of the SEBI Listing Regulations, approval of the shareholders be and is hereby accorded for continuation of Mr. Damodarannair Sundaram as an Independent Director of the Company during his second term, notwithstanding that he shall attain the age of seventy-five (75) years.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) be and hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. **RE-APPOINTMENT OF MR. BHARAT SHAH (DIN: 00136969), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable rules of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 62 and other applicable provisions of the SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and such other circulars and directions as may be issued by Reserve Bank of India, as amended from time to time (“RBI Master Directions”) and the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Bharat Shah (DIN: 00136969), whose first term expires on March 20, 2026, and who has consented to be re-appointed as a Director of the Company and submitted a declaration that he meets the criteria for independence as provided in the Act and the SEBI Listing Regulations and the fit and proper criteria as per RBI Master Directions and who is eligible for re-appointment under the provisions of the Act and rules made thereunder, SEBI Listing Regulations and RBI Master Direction, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company, for second term of three (3) consecutive years commencing from March 21, 2026 until March 20, 2029 (both days inclusive), not liable to retire by rotation, and shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, and such other terms and conditions as mentioned in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT pursuant to Regulation 62D(2) and other applicable provisions of the SEBI Listing Regulations, approval of the shareholders be and is hereby accorded for re-appointment of Mr. Bharat Shah as an Independent Director of the Company during his second term, who has already attained the age of seventy-five (75) years.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) be and hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **RE-APPOINTMENT OF MS. ANURANJITA KUMAR (DIN: 05283847), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and such other applicable provisions of the Companies Act, 2013 (the “Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable rules of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 62 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (the “SEBI Listing Regulations”), Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and such other circulars and directions as may be issued by Reserve Bank of India, as amended from time to time (“RBI Master Directions”) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors Ms. Anuranjita Kumar (DIN: 05283847), whose first term expires on March 20, 2026, and who has consented to be re-appointed as a Director of the Company and submitted a declaration that she meets the criteria for independence as provided in the Act and the SEBI Listing Regulations and the fit and proper criteria as per RBI Master Directions and who is eligible for re-appointment under the provisions of the Act and rules made thereunder, SEBI Listing Regulations and RBI Master Directions, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160

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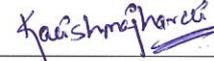
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of the Act proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Non-Executive Independent Director of the Company for a second term of three (3) consecutive years commencing from March 21, 2026 until March 20, 2029, (both days inclusive), not be liable to retire by rotation, and shall be entitled to receive the remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, and such other terms and conditions as mentioned in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) be and hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

On Behalf of the Board of Directors



Karishma Jhaveri
Company Secretary & Compliance Officer
ICSI Membership No. - A 25932



Place: Mumbai
Date: March 10, 2026

Registered Office:

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

CIN: U67190MH2006PLC159411

E-mail: investor.relations@credila.com

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

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Phone No.: 022-6827 6501



Email: investor.relations@credila.com

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 Audi-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 resolutions 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 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.relations@credila.com
6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to all the Members 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 Members 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.

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8. The relevant details of Directors seeking appointment / re-appointment at this EGM is provided in the Annexure to the Notice as per the provisions of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

On Behalf of the Board of Directors

Karishma Jhaveri

Karishma Jhaveri
Company Secretary & Compliance Officer
ICSI Membership No. - A 25932



Place: Mumbai
Date: March 10, 2026

Registered Office:

2nd Floor, AllCargo House,
Kalina, CST Road,

Santacruz (E), Mumbai – 400 098.

CIN: U67190MH2006PLC159411

E-mail: investor.relations@credila.com

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

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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, the following explanatory statement sets out all material facts relating to the special businesses mentioned at Item Nos. 1 to 4 of this Notice:

Item No. 1

Appointment of Mr. Saurav Sinha (DIN: 10867234) as an Independent Director of the Company

In accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board approved the appointment of Mr. Saurav Sinha (DIN: 10867234) as an Additional Independent Director of the Company with effect from December 16, 2025 for the first term of two (2) consecutive years from December 16, 2025 to December 15, 2027.

Pursuant to Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the shareholders for appointment of a director shall be obtained at the next general meeting or within a time period of three months from the date of appointment of a director, whichever is earlier.

Accordingly, given Mr. Sinha's professional competence, experience in various offices in Reserve Bank of India including Department of Regulation and Regulation of commercial banks, urban cooperative banks and NBFCs, his compliance expertise, and after evaluating his skills & fit and proper status and upon recommendation of the NRC, the Board on March 06, 2026, recommended appointment of Mr. Saurav Sinha as an Independent Director of the Company, not liable to retire by rotation, for a term of 2 consecutive years with effect from December 16, 2025 to December 15, 2027 (both days inclusive), subject to approval of the shareholders of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Saurav Sinha as a Director of the Company.

Brief resume, qualification(s), experience and nature of Mr. Sinha expertise in specific functional areas is set out in an Exhibit to this Notice.

The Company has received declarations and disclosures from Mr. Sinha required for his appointment as an Independent Director of the Company and confirming that he meets the criteria of independence as laid down under Section 149(6) of the Act and rules framed thereunder, Regulation 62B(1)(b) of the SEBI Listing Regulations, and that he is not disqualified to be appointed as an Independent Director of the Company in terms of the provisions of Section 164 of the Act. Further, Mr. Sinha satisfies the fit and proper criteria as prescribed under the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions ("RBI Master Directions").

In the opinion of the Board, Mr. Sinha is a person of integrity, possesses the relevant expertise / experience and his skills, competence, and extensive experience in various offices in Reserve Bank of India will enhance the Company's regulatory governance, strengthen its regulatory relationships, and improve overall regulatory oversight.

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A copy of the draft letter of appointment of Mr. Sinha as an Independent Director, setting out the terms and conditions including his remuneration would be available for inspection as per the procedure of inspection provided in note no. 7 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.credila.com/investor-relations>.

In view of the aforesaid, the Board recommends the Special Resolution at Item No. 1 of the accompanying Notice, for approval of the Members of the Company.

Except Mr. Saurav Sinha and his relatives, none of other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly, in the Special Resolution mentioned at Item No. 1 of this Notice.

Item No. 2

Re-appointment of Mr. Damodarannair Sundaram (DIN: 00016304), as an Independent Director of the Company

Mr. Damodarannair Sundaram (DIN: 00016304) was appointed as a Non-Executive Independent Director by the shareholders of the Company at the Extra-ordinary General Meeting held on March 20, 2024, for the first term of two (2) consecutive years from March 20, 2024, to March 20, 2026. Accordingly, the first term of Mr. Sundaram expires on March 20, 2026.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with Schedule IV and other applicable provisions of the Act, and Regulations 62D, 62N and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director can hold office for term up to 5 (five) consecutive years and shall be eligible for re-appointment on passing of a special resolution by the Company for another term up to 5 (five) consecutive years.

Accordingly, upon recommendation of the Nomination & Remuneration Committee ("NRC") and given Mr. Sundaram's varied experience in finance and knowledge in the field of financial services sector, and based on the performance evaluation of Mr. Sundaram, and after evaluating his skills & determining the fit and proper criteria, the Board approved re-appointment of Mr. Sundaram as an Independent Director of the Company, not liable to retire by rotation, for a second term of four (4) consecutive years commencing from March 21, 2026 to March 20, 2030 (both days inclusive), subject to approval of the Shareholders of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. D Sundaram as a Director of the Company.

The Company has also received consent from Mr. Sundaram to be re-appointed as a Director of the Company alongwith necessary declarations confirming that he meets the independence criteria prescribed under Section 149(6) of the Act and 62B(1)(b) of the SEBI Listing Regulations, and the 'fit and proper' criteria prescribed under Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions ("RBI Master Directions"). He has also confirmed that he is not disqualified to be re-appointed as a Director under Section 164 of the Act.



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Brief profile of Mr. Sundaram required under the Secretarial Standard – 2 issued by the Institute of the Company Secretary of India, is given as **Annexure A** to this Notice. Further, details as required under Regulation 62D(3) of the SEBI Listing Regulations with respect to re-appointment of Mr. Sundaram who shall attain the age of 75 years during his second term of four years, is as under:

- Mr. Sundaram has over four decades of experience in corporate finance, strategy, operations, and general management.
- He joined Hindustan Unilever Limited (HUL) as a Management trainee and served in various capacities in Finance, Accounts and Commercial including six years in Unilever, London as Commercial officer: Africa and Middle East (1990-1993) and as Sr. V.P for South Asia and Middle East (1996-1999). With over 34 years in HUL he stepped down as Vice Chairman and Chief Financial Officer. He was the Managing Director & Vice Chairman of TVS Capital Funds Private Limited.
- He has served as an Independent Director in State Bank of India (for two terms), SBI Capital Markets Ltd (for over 12 years), SBI General Insurance (for eight years), ACC Limited and currently serves on the Board of Infosys Limited, Crompton Greaves Consumer Electricals Limited, Schneider Electric Infrastructure Limited, Zurich Kotak General Insurance Company (India) Limited.
- He is a two-time winner of the prestigious “CFO of the Year for FMCG Sector” award by CNBC TV18 (2006 and 2008). He was awarded as the 'Best Independent Director in 2019 by Asian Centre for Corporate Governance and Sustainability in December 2020.
- He is a member of governing council of KREA University and also acts as a member of the board of governors of Institute of Financial Management and Research, Chennai.

In view of his proven expertise, strategic acumen, and ability to provide guidance of the highest order, his re-appointment as an Independent Director for a second term is in the best interest of the Company. Furthermore, his continuation on the Board as the Chairman and Independent Director will add great value to the Company in strengthening the Board governance.

After undertaking veracity of declarations and disclosures received from Mr. Sundaram, in the opinion of the Board, Mr. Sundaram fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

A copy of the draft letter of re-appointment of Mr. Sundaram as an Independent Director, setting out the terms and conditions including his remuneration for re-appointment would be available for inspection as per the procedure of inspection provided in note no. 7 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.credila.com/investor-relations>. The Board recommends passing of the Special Resolution set out at Item No. 2 of the accompanying Notice, for the approval of the Shareholders.

Except Mr. D Sundaram 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 Special Resolution proposed at Item No. 2 of the accompanying Notice.

Item No. 3

Re-appointment of Mr. Bharat Shah (DIN: 00136969), as an Independent Director of the Company

Mr. Bharat Shah (DIN: 00136969) was appointed as a Non-Executive Independent Director by the shareholders of the Company at the Extra-ordinary General Meeting held on March 20, 2024, for the first term of two (2) consecutive years from March 20, 2024, to March 20, 2026. Accordingly, the first term of Mr. Shah expires on March 20, 2026.

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Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) read with Schedule IV and other applicable provisions of the Act, and Regulations 62D, 62N and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), an Independent Director can hold office for term up to 5 (five) consecutive years and shall be eligible for re-appointment on passing of a special resolution by the Company for another term up to 5 (five) consecutive years.

Accordingly, upon recommendation of the Nomination & Remuneration Committee (“NRC”) and given Mr. Shah’s varied experience in field of retail banking and as a director in financial services sector, and based on the performance evaluation of Mr. Shah, and after evaluating his skills & determining the fit and proper criteria, the Board approved re-appointment of Mr. Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term of three (3) consecutive years commencing from March 21, 2026 to March 20, 2029 (both days inclusive), subject to approval of the shareholders of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mr. Bharat Shah as a Director of the Company.

The Company has also received consent from Mr. Shah to be re-appointed as a Director of the Company alongwith necessary declarations confirming that he meets the independence criteria prescribed under Section 149(6) of the Act and 62B(1)(b) of the SEBI Listing Regulations, and the ‘fit and proper’ criteria prescribed under Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions (“RBI Master Directions”). He has also confirmed that he is not disqualified to be re-appointed as a Director under Section 164 of the Act.

Brief profile of Mr. Shah required under the Secretarial Standard – 2 issued by the Institute of the Company Secretary of India, is given as **Annexure A** to this Notice. Further, details as required under Regulation 62D(3) of the SEBI Listing Regulations with respect to re-appointment of Mr. Shah who has already attained the age of 75 years is as under:

- Mr. Shah has over 26 years of experience in financial services sector and expertise in banking, finance, real estate, and the securities market.
- As one of the founding members of HDFC Bank Limited, he served as Executive Director from its inception in December 1994, overseeing key functions including merchant services, human resources, retail banking, infrastructure, custody, and depository operations until his retirement in March 2007, and thereafter continued to guide the institution as an advisor until August 2020.
- He had served as the chairman of HDFC Securities Limited and as a director on the board of Spandana Sphoorthy Financial Limited, Tata Play Limited, Hexaware Technologies Limited, HDFC Securities Limited, Digikredit Finance Private Limited and Strides Pharma Science Limited. He had also served as the chairman on the boards of Hathway Cables, Datacom Limited, 3M India Limited and Exide Industries Limited.

In view of his proven expertise, strategic acumen, and ability to provide guidance of the highest order, his re-appointment as an Independent Director for a second term is in the best interest of the Company.

After undertaking veracity of declarations and disclosures received from Mr. Shah, in the opinion of the Board, Mr. Shah fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.



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A copy of the draft letter of re-appointment of Mr. Shah as an Independent Director, setting out the terms and conditions including his remuneration for re-appointment would be available for inspection as per the procedure of inspection provided in note no. 7 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.credila.com/investor-relations>.

The Board recommends passing of the Special Resolution set out at Item No. 3 of the accompanying Notice, for the approval of the Shareholders.

Except Mr. Bharat Shah 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 Special Resolution proposed at Item No. 3 of the accompanying Notice.

Item No. 4

Re- appointment of Ms. Anuranjita Kumar (DIN: 05283847), as an Independent Director of the Company

Ms. Anuranjita Kumar (DIN: 05283847) was appointed as a Non-Executive Independent Director by the shareholders of the Company at the Extra-ordinary General Meeting held on March 20, 2024, for the first term of two (2) consecutive years from March 20, 2024, to March 20, 2026. Accordingly, the first term of Ms. Anuranjita Kumar expires on March 20, 2026.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("Act") read with Schedule IV and other applicable provisions of the Act, and Regulations 62D, 62N and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), an Independent Director can hold office for term up to 5 (five) consecutive years and shall be eligible for re-appointment on passing of a special resolution by the Company for another term up to 5 (five) consecutive years.

Accordingly, upon recommendation of the Nomination & Remuneration Committee ("NRC") and given Ms. Kumar's varied experience and knowledge in human resource management and organization development and as a director in the financial services sector, and based on the performance evaluation of Ms. Kumar, and after evaluating her skills & determining the fit and proper criteria, the Board approved re-appointment of Ms. Kumar as an Independent Director of the Company, not liable to retire by rotation, for a second term of three (3) consecutive years commencing from March 21, 2026 to March 20, 2029 (both days inclusive), subject to approval of the Shareholders of the Company.

The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Ms. Anuranjita Kumar as a Director of the Company.

The Company has also received consent from Ms. Kumar to be re-appointed as a Director of the Company alongwith necessary declarations confirming that she meets the independence criteria prescribed under Section 149(6) of the Act and 62B(1)(b) of the SEBI Listing Regulations, and the 'fit and proper' criteria prescribed under Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions ("RBI Master Directions"). She has also confirmed that she is not disqualified to be re-appointed as a Director under Section 164 of the Act.

Brief profile of Ms. Kumar required under the Secretarial Standard – 2 issued by the Institute of the Company Secretary of India, is given as **Annexure A** to this Notice.

CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Limited)

Corporate Identity Number: U67190MH2006PLC159411

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



Phone No.: 022-6827 6501



Email: investor.relations@credila.com



After undertaking veracity of declarations and disclosures received from Ms. Kumar, in the opinion of the Board, Ms. Kumar fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

A copy of the draft letter of re-appointment of Ms. Kumar as an Independent Director, setting out the terms and conditions including his remuneration for re-appointment would be available for inspection as per the procedure of inspection provided in note no. 7 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.credila.com/investor-relations>.

The Board recommends passing of the Special Resolution set out at Item No. 4 of the accompanying Notice, for the approval of the Shareholders.

Except Ms. Anuranjita Kumar and her 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 Special Resolution proposed at Item No. 4 of the accompanying Notice.

On Behalf of the Board of Directors



Karishma Jhaveri
Company Secretary & Compliance Officer
ICSI Membership No. - A 25932



Place: Mumbai
Date: March 10, 2026

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

Details of the Director seeking appointment/re-appointment in this Extra-Ordinary General Meeting in terms of paragraph 1.2.5 of the Secretarial Standard-2 on General Meetings, is given below:

Name	Mr. Saurav Sinha	Mr. Damodarannair Sundaram	Mr. Bharat Shah	Ms. Anuranjita Kumar
DIN	10867234	00016304	00136969	05283847
Date of Birth and Age	June 30, 1964 (61 years)	April 16, 1953 (72 years)	February 18, 1947 (79 years)	November 02, 1971 (54 years)
Date of first appointment on the Board	December 16, 2025	March 20, 2024	March 20, 2024	March 20, 2024
Qualification	Master of Science, Geophysics	Bachelor's degree in commerce and a master's degree in management sciences (MMS) from the University of Madras, Fellow member of the Institute of Cost and works Accountants of India, and advanced management program from the Harvard Business School.	Certificate in financial management from the University of Bombay, national diploma in applied chemistry from the Borough Polytechnic, London.	Bachelor's degree in arts (Honours) from the University of Delhi, Bachelor's degree in management from XLRI Jamshedpur, specializing in Human Resources
Expertise in specific functional areas	Mr. Sinha brings extensive experience in various offices in Reserve Bank of India including Department of Regulation and Regulation of commercial banks, urban cooperative banks and NBFCs and his compliance expertise.	Mr. Sundaram brings proven expertise across leadership and strategic planning, legal and regulatory compliance, financial management, corporate governance, risk management, and information technology with focus on cybersecurity.	Mr. Shah brings extensive industry experience, strong leadership and strategic planning skills, financial acumen, operational excellence, and proven expertise in risk management.	Ms. Kumar's experience and knowledge in human resource management, organization development, strategic planning, business operations, customer behaviour-driven sales and marketing, and corporate governance.
Terms and conditions of appointment	Appointment as the Independent Director of the Company, not liable to retire by rotation.	Re-appointment as the Independent Director of the Company, not liable to retire by rotation.	Re-appointment as the Independent Director of the Company, not liable to retire by rotation.	Re-appointment as the Independent Director of the Company, not liable to retire by rotation.
Last drawn Remuneration in current financial year	Sitting Fees: ₹4,00,000 Commission: Not Applicable	Sitting fees: ₹17,00,000 Commission: ₹30,00,000	Sitting fees: ₹13,00,000 Commission: ₹20,00,000	Sitting fees: ₹ 22,00,000 Commission: ₹20,00,000
Remuneration sought to be paid	Eligible for sitting fees and commission, as recommended by NRC and approved by the Board.			

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Name	Mr. Saurav Sinha	Mr. Damodarannair Sundaram	Mr. Bharat Shah	Ms. Anuranjita Kumar
List of other Companies in which he/she holds Directorship	Financial Benchmarks India Pvt. Ltd	<ul style="list-style-type: none"> TVS Capital Funds Private Limited (Formerly known as Geeyes Capital Funds Private Limited) Zurich Kotak General Insurance Company (India) Limited Crompton Greaves Consumer Electricals Limited Infosys Limited Schneider Electric Infrastructure Limited 	<ul style="list-style-type: none"> Salisbury Investments Private Limited Onesource Specialty Pharma Limited 	<ul style="list-style-type: none"> Northcap Services Private Limited Hero Fincorp Limited TBO Tek Limited Acme Solar Holding Limited ICRA Limited Northcap Services FZCO (Dubai, UAE)
Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he/she is a director	Nil	<p>Audit Committee</p> <ul style="list-style-type: none"> Zurich Kotak General Insurance Company (India) Limited – Chairman Schneider Electric Infrastructure Limited – Chairman Crompton Greaves Consumer Electricals Limited – Member Infosys Limited – Member <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> Crompton Greaves Consumer Electricals Limited – Chairman Infosys Limited - Member 	<p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> Onesource Specialty Pharma Limited – Chairman 	<p>Audit Committee</p> <ul style="list-style-type: none"> TBO Tek Limited – Member <p>Stakeholders Relationship Committee</p> <ul style="list-style-type: none"> TBO Tek Limited – Chairperson Acme Solar Holding Limited – Chairperson ICRA Limited - Member
No. of Board Meetings attended during the year till date (FY2025-26)	1 (One)	4 (Four)	5 (Five)	6 (Six)
Relationship with other Director/s, Manager and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel			
Shareholding in the Company	Nil			

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March 02, 2026

To,
The Board of Directors
Credila Financial Services Limited ('the Company')
(formerly known as HDFC Credila Financial Services Limited)
2nd Floor, AllCargo House, Kalina,
CST Road, Santacruz (East), Mumbai - 400098

Dear Sirs/Madam,

Subject: Notice under Section 160 of the Companies Act, 2013 (the "Act")

I, Manjeet Bijlani, a Member of the Company holding one equity share in the Company as on date of this letter, propose the candidature of Mr. Saurav Sinha (DIN: 10867234) as an Independent Director on the Board of Directors of the Company, pursuant to the provisions of Section 160 of the Act and Rules made thereunder.

We request you to process the above proposal and take such steps as may be required under the Act read with Rules prescribed in this regard.

Yours Faithfully,



Manjeet Bijlani

March 02, 2026

To,
The Board of Directors
Credila Financial Services Limited ('the Company')
(formerly known as HDFC Credila Financial Services Limited)
2nd Floor, AllCargo House, Kalina,
CST Road, Santacruz (East), Mumbai - 400098

Dear Sirs/Madam,

Subject: Notice under Section 160 of the Companies Act, 2013 (the "Act")

I, Manjeet Bijlani, a Member of the Company holding one equity share in the Company as on date of this letter, propose the candidature of Mr. Damodarannair Sundaram (DIN: 00016304) for re-appointment as an Independent Director on the Board of Directors of the Company, pursuant to the provisions of Section 160 of the Act and Rules made thereunder.

We request you to process the above proposal and take such steps as may be required under the Act read with Rules prescribed in this regard.

Yours Faithfully,



Manjeet Bijlani

March 02, 2026

To,
The Board of Directors
Credila Financial Services Limited ('the Company')
(formerly known as HDFC Credila Financial Services Limited)
2nd Floor, AllCargo House, Kalina,
CST Road, Santacruz (East), Mumbai - 400098

Dear Sirs/Madam,

Subject: Notice under Section 160 of the Companies Act, 2013 (the "Act")

I, Manjeet Bijlani, a Member of the Company holding one equity share in the Company as on date of this letter, propose the candidature of Mr. Bharat Dhirajlal Shah (DIN: 00136969) for re-appointment as an Independent Director on the Board of Directors of the Company, pursuant to the provisions of Section 160 of the Act and Rules made thereunder.

We request you to process the above proposal and take such steps as may be required under the Act read with Rules prescribed in this regard.

Yours Faithfully,



Manjeet Bijlani

March 02, 2026

To,
The Board of Directors
Credila Financial Services Limited ('the Company')
(formerly known as HDFC Credila Financial Services Limited)
2nd Floor, AllCargo House, Kalina,
CST Road, Santacruz (East), Mumbai - 400098

Dear Sirs/Madam,

Subject: Notice under Section 160 of the Companies Act, 2013 (the "Act")

I, Manjeet Bijlani, a Member of the Company holding one equity share in the Company as on date of this letter, propose the candidature of Ms. Anuranjita Kumar (DIN: 05283847) for re-appointment as an Independent Director on the Board of Directors of the Company, pursuant to the provisions of Section 160 of the Act and Rules made thereunder.

We request you to process the above proposal and take such steps as may be required under the Act read with Rules prescribed in this regard.

Yours Faithfully,



Manjeet Bijlani