

**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 MONDAY, JUNE 09, 2025, AT 1.15 PM, (IST) THROUGH VIDEO CONFERENCING ('VC') IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESSES. DEEMED VENUE OF THE MEETING SHALL BE THE REGISTERED OFFICE OF THE COMPANY I.E., B 301, CITI POINT, NEXT TO KOHINOOR CONTINENTAL, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI, MAHARASHTRA - 400 059:

**SPECIAL BUSINESS:**

**1. MATERIAL RELATED PARTY TRANSACTIONS WITH SHINHAN BANK CO., LTD. DURING FINANCIAL YEAR 2025-26**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (the "Act") and such other applicable provisions of the Act read with any other applicable rules made thereunder, Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, including any amendment(s), modification(s), circular(s), variations or reenactment(s) thereof, the Company's Policy on Related Party Transactions and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (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) for entering into and/or carrying out and/or continuing with arrangements / contracts / agreements / transactions/ modifications (whether individual transaction or transactions taken together or series of transactions or otherwise), with Shinhan Bank – India Branches, a branch of Shinhan Bank Co., Ltd. (**"Shinhan Bank"**), being a related party of the Company, 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 the financial year 2025-26, whether individually and/or in the aggregate with other transactions, may exceed 10% of the annual turnover as per the Company's last audited financial statements or INR 1,000 Crores, whichever is lower or any other materiality threshold as may be applicable under laws/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company:

- 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;



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- 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; and
- iv. Fee for referral services/cross sell opportunities for either parties products or services.

**RESOLVED FURTHER THAT** the Board (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 authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, and expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / employee(s) of the Company/ any other person(s), for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise in this regard.”

**2. INCREASE IN BORROWING LIMITS FROM THE EXISTING INR 55,000 CRORES TO INR 65,000 CRORES UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members at the Annual General Meeting held on September 05, 2024 and pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 read with the rules framed thereunder including any amendment(s), modification(s), circular(s), variations or reenactment(s) thereof (the “Act”), such other rules, regulations, guidelines and acts, as may be applicable, from time to time and in terms of the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to borrow any sum or sums of monies, from time to time, whether in Indian Rupees or in foreign currency, in any form or manner including but not limited to cash credit, working capital loans, term loans (rupee/foreign currency), debentures/bonds, commercial papers, subordinated debt/perpetual debt, repo borrowing, external commercial borrowings etc., whether secured or unsecured with tenor and rate (fixed or floating) to be decided on a case to case basis etc., from banks, term lenders, financial institutions, non-banking finance companies, mutual funds, corporates, foreign body corporates, multilateral financial institutions, foreign financial institutions etc., as the Board may think fit, for the purpose of the Company’s business, such that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided however, the total amounts borrowed and outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed, at any point in time (excluding any interest/additional interest/default interest on such borrowings), a sum equivalent to INR 65,000 Crores (Indian Rupees Sixty Five Thousand Crore only), over and above the aggregate, for the time being, of the paid-up share capital, free reserves and securities premium of the Company.



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**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 and execute such documents/ deeds/writings/papers/agreements/letters, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the borrowing(s) to be undertaken by the Company.”

**3. CREATION OF CHARGE/SECURITY ON THE ASSETS OF THE COMPANY AS A SECURITY TOWARDS BORROWING UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Members at the Extra-ordinary General Meeting held on February 21, 2014 and pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, including any amendment(s), modification(s), circular(s), variations or reenactment(s) thereof and in terms of the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee of the Board of Directors thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) for creation/ modification / satisfaction of charges including mortgaging, hypothecating and/or charging of all the immovable and/or movable properties, tangible and/or intangible properties of the Company, wherever situated, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company, in favour of any public or private financial institutions, investment institutions and their subsidiaries, Public Sector Banks, Private Sector Banks, Mutual Funds, any other companies or bodies corporates, investors or any other lenders (hereinafter referred to as ‘**lending agencies**’) to secure the amount borrowed by the Company on such terms and conditions and in such form and manner, as the Board in its absolute discretion thinks fit, to create charge / provide security of the Company for the sum borrowed from time to time, as may be agreed to between the Company and the lending agencies so as to secure the borrowings by the Company which shall not exceed, at any point in time a sum equivalent to INR 65,000 Crores (Indian Rupees Sixty Five Thousand Crores only) or the aggregate of paid-up share capital, free reserves and securities premium, whichever is higher.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board 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 and execute such documents/ deeds/writings/papers/agreements/letters, as may be required or considered necessary and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt that may arise, with respect to creation/modification/ satisfaction of charges created/to be created on immovable and/or movable



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properties, tangible and/or intangible properties of the Company, in regard to the borrowing(s) to be undertaken by the Company.”

4. **MODIFICATION TO “CREDILA FINANCIAL SERVICES LIMITED EMPLOYEES STOCK OPTION PLAN – 2024”**

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

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (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 is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to amendment or modification of ESOP – 2024 and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt or being incidental for the effective implementation of this resolution and take all such steps and decisions in this regard.”

5. **GRANTING STOCK OPTIONS TO ELIGIBLE EMPLOYEES EQUAL TO OR EXCEEDING 1% OF THE ISSUED CAPITAL (EXCLUDING OUTSTANDING WARRANTS AND CONVERSIONS) UNDER “CREDILA FINANCIAL SERVICES LIMITED EMPLOYEES STOCK OPTION PLAN – 2024”**

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (the “**Rules**”) made thereunder including any



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amendment(s), modification(s), circular(s), variations or reenactment(s) thereof, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 and subject to such other rules, regulations and guidelines as may be applicable from time to time and in terms of the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approvals, consents, permissions and/or sanctions as may be required and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**”, which term shall be deemed to include the Nomination & Remuneration Committee to exercise its powers including the powers conferred by this resolution) to grant stock options to the Eligible Employee(s) under the Credila Financial Services Limited Employees Stock Option Plan – 2024 (the “**ESOP – 2024**”), during any one financial year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of such stock options.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board (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 is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable and to settle any question, difficulty or doubt or being incidental for the effective implementation of this resolution and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

On Behalf of the **Board of Directors**



**Karishma Jhaveri**  
Company Secretary



Place: Mumbai  
Date: June 09, 2025

Registered Office:  
B 301, Citi Point,  
Next to Kohinoor Continental,  
Andheri-Kurla Road,  
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**NOTES:**

1. In compliance with the provisions of the Ministry of Corporate Affairs ('MCA') General Circular No. 09/2024 dated September 19, 2024 read with MCA General Circular No. 14/2020 dated April 8, 2020 and MCA General Circular No. 17/2020 dated April 13, 2020 (collectively referred to as 'MCA Circulars'), the Company will be conducting this Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') through Microsoft Teams platform. The link for joining the meeting will be provided in the email sent to shareholders for attending the EGM along with a copy of EGM Notice.
2. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), setting out material facts and the reasons for the proposal set out in Item nos. 1 to 5 of the Notice are annexed herewith and forms 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@credila.com](mailto:investor@credila.com)
6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company and the EGM Notice will also be available on the Company's website at <https://credila.com/about/investor-relation.html>
7. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [investor@credila.com](mailto:investor@credila.com)
8. Members will be provided with a facility to attend the EGM through video conferencing platform. The link for joining the meeting will be provided in the email sent to shareholders for attending the EGM. The link for joining the EGM through VC will be activated 15 minutes before the scheduled start time of the EGM and will remain open throughout the EGM.

On Behalf of the Board of Directors

  
**Karishma Jhaveri**  
Company Secretary



Place: Mumbai  
Date: June 09, 2025

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**Annexure to the Notice**

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

As required under Section 102 of the Companies Act, 2013 (the “Act”), the following explanatory statement sets out all material facts relating to the special businesses mentioned in Item Nos. 1 to 5 of this Notice:

**Item No. 1**

In accordance with Regulation 62K of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), prior approval of Members of the Company for all “**Material Related Party Transaction(s)**” which means any transactions with related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual turnover as per the last audited financial statements of the Company or INR 1,000 Crores, whichever is lower.

Further, pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 62K of the SEBI Listing Regulations, the Material Related Party Transactions to be entered by the Company with related party requires prior approval of the Members of the Company through the Ordinary Resolution.

The SEBI Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/ or Commercial Paper dated May 21, 2024, prescribes the information to be placed before the Audit Committee and the shareholders for consideration of the Material Related Party Transaction. Accordingly, the necessary disclosures in this regard, are as under:

Sr. No.	Particulars	Details
1.	Name of the related party	Shinhan Bank – India Branches, a branch of Shinhan Bank Co., Ltd. ( <b>‘Shinhan Bank’</b> )
2.	Relationship with the Company including nature of its concern or interest (financial or otherwise)	Relationship – Shinhan Bank holds 10.06% of the paid-up share capital of the Company as on date of this Notice.  Nature of concern or interest – Financial
3.	Type, material terms, particulars and value of the proposed transaction and the percentage of the Company’s annual turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	a. 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 (collectively referred as “ <b>credit facilities</b> ”).  The credit facilities may be secured/ unsecured at commercially agreed rates

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	<p>based on prevailing market conditions, the nature and tenor of term loan, and subject to terms and conditions as may be approved the Board of Director and/or Board Committee, and mutually agreed between the parties, during sanction / approval of said credit facilities for a cumulative transaction value upto INR 3,000 Crores (Indian Rupees Three Thousand Crores) i.e. approx. 63.48% of annual turnover of the Company for the financial year 2024-25. The credit facilities may be availed for short term / long term basis and may be availed in tranches, from time to time, during FY2025-26. The said credit facilities will be in ordinary course of business and at arm's length.</p>
	<p>b. Placing of term deposits/fixed deposits and receipt of interest on such deposits ('Term/fixed Deposits').</p> <p>The above-mentioned transactions will be at commercially agreed rates based on prevailing market conditions, the nature and tenor of Term/fixed deposits, and subject to terms and conditions as may be approved by the Board of Director and/or /Board Committee for a cumulative transaction value upto INR 500 Crores (Rupees Five Hundred Crores) i.e. approx. 10.58% of annual turnover of the Company for the financial year 2024-25. Further, the said transaction will be in ordinary course of business and at arm's length.</p>
	<p>c. Sell loans or loan pools by way of assignment/securitisation of loans or pass through certificate transactions and servicing arrangements.</p> <p>The above-mentioned transactions will be at commercially agreed rates based on prevailing market conditions, the nature and terms and conditions mutually agreed between the parties and as may be approved by the Board of Director and/or /Board Committee for a cumulative transaction value upto INR 1,000 Crores (Rupees One Thousand Crores) i.e. approx. 21.16% of annual turnover of the Company for the financial year 2024-25. Further, the said</p>

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		<p>transaction will be in ordinary course of business and at arm's length.</p> <p>d. Fee for referral services/cross sell opportunities for either parties products or services.</p> <p>The above-mentioned transactions will be at commercially agreed rates based on prevailing market conditions, the nature and terms and conditions of referral services/cross sell opportunities for products or services and subject to terms and conditions as may be approved by the Board of Director and/or /Board Committee for a cumulative transaction value upto INR 100 Crores (Rupees One Hundred Crores) i.e. approx. 2.12% of annual turnover of the Company for the financial year 2024-25. Further, the said transaction will be in ordinary course of business and at arm's length.</p>
4.	Tenure of the proposed transaction (particular tenure shall be specified);	The said transaction(s) may be undertaken during the Financial Year 2025-26.
5.	<p>If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company:</p> <p>i) details of the source of funds in connection with the proposed transaction;</p> <p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure;</li> </ul> <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT</p>	Not Applicable
6.	Justification as to why the RPT is in the interest of the Company	The Company is a Non-Banking Financial Company ("NBFC") and is in a business of providing education loans. The Company shall in the normal course of business and for the purpose and to meet its business capital requirements borrows funds through various sources including availing term loan facility, external commercial borrowings (ECBs), exposure on derivatives for hedging foreign currency and interest rate risks (net of CSA

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		<p>margins) guarantee, letters of credit or any other fund-based facilities (collectively referred as “<b>credit facilities</b>”) from Shinhan Bank and selling loans or loan pools by way of assignment/securitisation of loans or pass through certificate transactions to Shinhan Bank.</p> <p>The above-mentioned proposition is enabling the Company to further augment its sources of funds at market rates in order to fund incremental growth requirements of the Company.</p> <p>Further, the surplus funds of the Company shall be placed in the form of term deposits/fixed deposits in accordance with the liquidity management policy of the company at such rates being optimal and comparable with other banks.</p> <p>As an NBFC, the Company may engage with Shinhan Bank on a fee-based referral services/cross sell opportunities for the product or services offered by the Company or Shinhan Bank.</p>
7.	Any valuation or other external report relied upon by the Company in relation to the transactions	Not Applicable
8.	Any other information that may be relevant	-

The Board recommends passing of the ordinary resolution at Item No. 1 of the accompanying Notice.

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

Save and except to the extent of the shareholding interest, held by them, none of the Directors and / or Key Managerial Personnel of the Company and / 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.

#### **Item Nos. 2 & 3**

The Members are requested to note that in view to augment business growth, thereby providing the business with greater access to capital, enabling expansion and operational scaling, it is proposed to increase the overall borrowing limits of the Company from INR 55,000 Crore to INR 65,000 Crore. In this regard, the Board of Directors at their Meeting held on May 16, 2025, have approved

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the proposed increase in the overall borrowing limits, subject to the approval of the Members of the Company at a general meeting.

Section 180 (1)(c) of the Companies Act, 2013 (the “Act”) permits the Company to borrow money along with the money already borrowed by the Company (except the temporary loans obtained from the Companies banker in ordinary course of business), exceeding the paid up capital, free reserves and securities premium of the Company, only if the same is approved by the members of the Company by way of Special Resolution at a general meeting. In view of the above, it is proposed to seek approval of the members of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Act, the Board shall create charge/security on the assets of the Company for securing its loans/borrowings, which could amount to sale/lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, only with the approval of the shareholders by way of special resolution.

Therefore, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors to create charge/security on the assets of the Company to secure its loans/borrowings upto an amount not exceeding INR 65,000 Crores (Indian Rupees Sixty-Five Thousand Crores only).

The Board recommends passing of the Special Resolutions at Item Nos. 2 & 3 of the accompanying Notice.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the Special Resolutions proposed at Item Nos. 2 and 3 of the accompanying Notice.

#### **Item nos. 4 and 5**

Based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors and Shareholders of the Company at their meetings held on December 19, 2024, and December 23, 2024, respectively, had accorded their approval for adoption of Credila Financial Services Limited Employees Stock Option Plan - 2024 (“ESOP – 2024”) with an objective to attract, retain and motivate talented and critical employees, encourage employees to align individual performance with the Company’s objectives, to promote the best interests of the Company and its Shareholders by encouraging the employees of the Company to acquire an ownership interest in the Company by purchasing Equity Shares of the Company, thus identifying their interests with those of the Shareholders of the Company thus aligning their interests with those of the shareholders of the Company; and to reward employees’ performance with ownership in proportion to their contribution.



### **CREDILA FINANCIAL SERVICES LIMITED**

(Formerly known as HDFC Credila Financial Services Limited)

Corporate Identity Number: U67190MH2006PLC159411

Regd. Office: B-301, Citi Point, Andheri-Kurla Road, Next To Kohinoor Continental, Andheri (East), Mumbai 400 059, India



Toll-free: 1-800-209-3636



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In terms of the provisions of clause 6.2 of the ESOP – 2024, considering the performance of the Eligible Employee(s) of the Company from time to time, the NRC may grant stock options (“ESOPs”) under ESOP – 2024 to Eligible Employees, during any one financial year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of such ESOPs, with approval of the shareholders whilst clause 3.2 of the ESOP – 2024 states that ‘the maximum number of Options Granted to any Employee under the ESOP – 2024 shall not exceed 1% of the issued capital’.

In accordance with the provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, and based on the recommendation of the NRC, the Board of Directors at their meeting held on June 09, 2025, had accorded their consent, subject to approval of the Shareholders of the Company to:

- modify the terms of ESOP-2024 for the ESOPs which are not yet exercised by the Eligible Employee(s) provided that such modification is not prejudicial to the interests of the ESOPs holders; and
- grant ESOPs to Eligible Employee(s), during any one financial year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company, at the time of grant of such stock options.

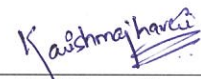
The proposed amendment in the ESOP – 2024 is in accordance with the provisions of the Act and shall not be detrimental to the interest of the Eligible Employees as mentioned in ESOP – 2024.

A draft copy of the ESOP – 2024 shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice, up to the date of this EGM. Members seeking to inspect such documents can send an email to [investor@credila.com](mailto:investor@credila.com)

The Board recommends passing of the Special Resolutions at Item Nos. 4 and 5 of the accompanying Notice.

The Directors/Key Managerial Personnel(s) of the Company may be deemed to be concerned or interested in the proposed Special Resolutions set forth in Item Nos. 4 and 5 of the accompanying Notice, to the extent of the ESOPs, if any, which may be offered to them under ESOP – 2024.

On Behalf of the Board of Directors

  
**Kakishma Jhaveri**  
Company Secretary



Place: Mumbai  
Date: June 09, 2025

Registered office: B 301, Citi Point,  
Next to Kohinoor Continental,  
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