

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 WEDNESDAY, MARCH 05, 2025 AT 3:15 P.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., B 301, CITI POINT, NEXT TO KOHINOOR CONTINENTAL, ANDHERI-KURLA ROAD, ANDHERI (EAST), MUMBAI, MAHARASHTRA - 400 059:

SPECIAL BUSINESS:

Item No. 1

RE-APPOINTMENT OF MR. ARIJIT SANYAL (DIN: 08386684) AS THE MANAGING DIRECTOR & CEO OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)"), Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 ("RBI Regulation"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and such other approvals, permissions and sanctions, as may be required and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Director, the consent of the Shareholders of the Company be and is hereby accorded for the reappointment of Mr. Arijit Sanyal (DIN: 08386684) as the Managing Director & CEO of the Company with effect from January 17, 2025 to January 16, 2030 (both days inclusive), not liable to retire by rotation and in respect of whom the Company has received a nomination letter from a Shareholder proposing his candidature for the office of Director pursuant to Section 160 of the Act, on such terms and conditions of re-appointment including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Sanyal shall not exceed the limits prescribed under the applicable provisions of the Act and the provisions of SEBI (LODR).

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "**Board**" which terms shall be deemed to include any Committee duly constituted by the Board or any Committee, which the Board has or may hereafter constitute) be and is hereby authorized to alter and vary the terms and conditions of the re-appointment subject to the remuneration payable to Mr. Sanyal not exceeding the limits specified under Section 197 read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force).

CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Limited)

Corporate Identity Number: U67190MH2006PLC159411







RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto."

Item No. 2

PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS

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 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder read with Schedule V (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR)") or any other law for the time being in force and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to pay remuneration by way of commission to Mr. Rajnish Kumar (DIN: 05328267), the Non-Executive Nominee Director and Mr. Satish Pillai (DIN: 03511106), the Non-Executive Director of the Company, for an amount not exceeding INR 20,00,000 (Indian Rupees Twenty Lakhs) each to Mr. Kumar and Mr. Pillai.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Kumar and Mr. Pillai shall not exceed the limits prescribed under the applicable provisions of the Act and the provisions of SEBI (LODR).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto."

On Behalf of the Board of Directors

Karishma Jhaveri Company Secretary

Place: Mumbai

Date: February 25, 2025

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

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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 and 2 Notice are annexed herewith.
- 3. Since this EGM will be held through VC the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
- 4. Pursuant to the MCA Circulars, the attendance of Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC on their behalf at the EGM by e-mail to investor@credila.com
- 6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company and the EGM Notice will also be available on the Company's website at https://credila.com/about/investor-relation.html
- 7. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to investor@credila.com
- 8. Members will be provided with a facility to attend the EGM through video conferencing platform. The link for joining the meeting will be provided in the email sent to shareholders for attending the EGM. The link for joining the EGM through VC will be activated 15 minutes before the scheduled start time of the EGM and will remain open throughout the EGM.

On Behalf of the Board of Directors

Karishma Jhaveri Company Secretary

Place: Mumbai

Date: February 25, 2025

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

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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 businesses mentioned in Item Nos. 1 and 2 of this Notice:

Item No. 1

Re-appointment of Mr. Arijit Sanyal (DIN: 08386684) as the Managing Director & CEO of the Company

Mr. Arijit Sanyal (DIN: 08386684) the Managing Director & CEO ("MD & CEO") of the Company, was appointed by the Shareholders at their Annual General Meeting held on July 29, 2020, for a term of 5 (five) consecutive years commencing from January 17, 2020, to January 16, 2025.

Mr. Sanyal's visionary guidance has been instrumental in driving Company's remarkable growth throughout his tenure, including the challenging times presented by the COVID-19 pandemic, wherein he exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, consistent expansion, executed multiple strategic initiatives with relentless pursuit of excellence.

Considering the valuable contributions made by Mr. Arijit Sanyal and the need for his strategic directions for the future growth of the Company, and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on January 16, 2025 have accorded their approval for re-appointment of Mr. Sanyal as the MD & CEO of the Company for a term of 5 years commencing from January 17, 2025 to January 16, 2030 not liable to retire by rotation, subject to the approval of the Shareholders. The re-appointment of Mr. Sanyal shall be in accordance with the applicable provision of the Companies Act, 2013, as amended from time to time (the "Act").

Mr. Sanyal has given his consent to act as the MD & CEO of the Company, if re-appointed, and he satisfies all the conditions set out in Part I of Schedule V of the Act and Section 196(3) of the Act for being eligible for his re-appointment. He has further confirmed that he is not disqualified from being re-appointed as a director in terms of Section 164 of the Act. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Sanyal for reappointment as a MD & CEO of the Company.

Mr. Sanyal has also confirmed that he satisfies the Fit & Proper criteria pursuant to Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023.

The Compensation payable to Mr. Sanyal on his re-appointment will be as under:

- A. Period: January 17, 2025, to January 16, 2030.
- B. Remuneration:
 - (i) Salary: Within the range of INR 35,00,000/- per month to INR 120,00,000/- per month

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The Nomination & Remuneration Committee of the Company and/or the Board shall approve the merit-based increment subject to maximum base salary of 120,00,000/- per month such that the remuneration payable to Mr. Sanyal shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 read with Section 198 and Schedule V of the Act and other applicable provisions of the Act or such other limits as may be prescribed from time to time.

- (ii) **Commission:** Commission per annum shall be equivalent to such sums as may be fixed by the Board or the Nomination & Remuneration Committee of the Company, subject to a ceiling of annual salary as mentioned under point (i) above.
- (iii) **Perquisites / Allowances:** In addition to the salary, the MD & CEO shall be entitled to the following perquisites and allowances:
 - Rent free furnished accommodation including upkeep and maintenance of INR 3,00,000 per month.
 - Leave Travel Allowance of INR 10,000 per month.
 - Reimbursement of telephones for the Company's business (expenses whereof would be borne and paid by the Company on actuals) subject to limit of INR 10,000 per month.
 - Reimbursement of gas, electricity & water charges subject to limit of INR 10,000 per month.
 - Payment of premium for Medical Insurance for self and family members and payment of premium on Term Life Insurance and Personal Accident on actuals.
 - Car with driver for personal and official use on actuals.
 - Club fees for one club and such other perquisites, subject to limit of INR 10,00,000 per annum.
 - Contribution to provident fund, superannuation fund and gratuity as per relevant policies / schemes / rules of the Company.
- C. Employee Stock Options: Mr. Sanyal shall also be eligible for stock options under employee stock option scheme(s) as may be approved by the Board and/ or Nomination & Remuneration Committee of the Company, from time to time.
- D. Mr. Sanyal shall not be paid any fees for attending any meetings of the Board or any Committee thereof.
- E. The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Act, or any other amendments made hereafter in that regard.
- F. The above remuneration and perquisites may be revised annually in accordance with the terms of the Nomination and Remuneration policy of the Company.

Brief profile of Mr. Sanyal is attached as an exhibit to this Notice along with details as required under the Secretarial Standard – 2 issued by the Institute of the Company Secretary of India.

In terms of Regulation 17(1C) of the SEBI (LODR), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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A copy of all relevant documents 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

Accordingly, the approval of the Members is being sought to approve the terms and conditions for the re-appointment of Mr. Arijit Sanyal as the MD & CEO of the Company, including the payment of remuneration.

The Board recommend the passing of the Ordinary Resolution in Item no. 1 of the accompanying Notice.

Except Mr. Arijit Sanyal, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the Ordinary Resolution proposed in Item no. 1 of the accompanying Notice.

Item no. 2

Payment of remuneration by way of Commission to Non-Executive Directors

Considering the proven leadership, strategic vision and consistent contribution in the Company's growth and governance, made by Mr. Rajnish Kumar (**DIN**: 05328267), the Non-Executive Nominee Director and Mr. Satish Pillai (**DIN**: 03511106) the Non-Executive Director, which continue to be instrumental in driving organizational success and ensuring compliances in best practices and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on December 19, 2024, have accorded their approval for payment of profit related commission for an amount not exceeding INR 20,00,000 each to Mr. Kumar and Mr. Pillai, subject to approval of Shareholders of the Company.

Pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (the "Act") read with applicable rules and the Articles of Association ("AOA") of the Company a Non-Executive Director maybe remunerated in the following manner:

- payment of sitting fees for attending the Board and Committee Meetings:
- profit relation commission; or
- professional fee,

as approved by the Board within the limits prescribed in the Act.

Further, as per Regulation 17(6) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors shall recommend all fees or compensation (except sitting fees), if any, paid to non-executive directors, including independent directors and shall require approval of shareholders in general meeting.

Accordingly, the approval of the Shareholders is being sought to approve the payment of profit related commission for an amount not exceeding INR 20,00,000 each to Mr. Kumar and Mr. Pillai. Further, the Nomination & Remuneration Committee of the Company and/or the Board shall from time to time approve the payment of profit related commission, which shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 197 and 198 read with Schedule V of the Act and other applicable provisions of the Act or such other limits as may be prescribed from time to time.

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Brief profile of Mr. Kumar and Mr. Pillai is attached as an exhibit to this Notice along with details as required under the Secretarial Standard -2 issued by the Institute of the Company Secretary of India.

The Board recommends passing of the Special Resolution as set out at Item no. 2 of the Notice.

Except Mr. Rajnish Kumar and Mr. Satish Pillai, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in passing of the Special Resolution proposed in Item no. 2 of the accompanying Notice.

On Behalf of the Board of Directors

Karishma Jhaveri Company Secretary

Place: Mumbai

Date: February 25, 2025

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

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Exhibit to Notice

Additional Information of Director seeking re-appointment and remuneration to Directors at this Extraordinary General Meeting pursuant to Clause 1.2.5 of Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India

Name	Mr. Arijit Sanyal	Mr. Rajnish Kumar	Mr. Satish Pillai
DIN	08386684	05328267	03511106
Date of Birth and Age	January 30, 1977 (48	January 14, 1958 (67	April 28, 1971 (53
	years)	years)	years)
Date of first	January 17, 2020	March 20, 2024	June 28, 2024
appointment on the			
Board			
Qualification	i. BA (Hons)	i. M.Sc in Physics;	Master's degree in arts
	Economics (Delhi	and	from the University of
	University);	ii. Certified Associate	Florida
	ii. Master's in	of Indian Institute	
	finance (London	of Bankers (CAIIB)	
	Business School)		
	MBA		
	(International		
	Management		
	Institute); and		
	iii. Level 3		
	Certifications for		
	Investments,		
	Derivatives and		
	UK Financial		
	Regulations from		
	Chartered Institute		
	of Securities &		
	Investments, UK.		
Expertise in specific	Mr. Arijit Sanyal has	Mr. Rajnish Kumar	Mr. Satish Pillai holds
functional areas	been associated with	holds a master's degree	a master's degree in
Tunctional areas	our Company since	of science in physics	arts from the
	January 17, 2020.	from Meerut	University of Florida.
	January 17, 2020.	Vishwavidyalaya and	He has been associated
		is a certified associate	with our Company
		member of the Indian	since June 28, 2024.
		Institute of Bankers.	5111CC Julic 20, 2024.
		He has been associated	
		with our Company	
		since March 20, 2024.	
		511100 17141011 20, 2024.	

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Expertise in specific	Earlier, he was	Mr. Kumar has worked	Previously, he was
functional areas	associated with the	for over four decades	associated as the
	erstwhile Housing	in State Bank of India	managing director of
	Development Finance	and has also served in	NielsenIQ's India
	Corporation Limited	multiple roles	Private Limited, and
	from 2001 till 2011 and	including as its	the managing director
	from 2017 till 2019	chairman, deputy	and chief executive
	serving under various	managing director,	officer at TransUnion
	roles including as the	managing director,	CIBIL Limited. He has
	head of strategic	vice president of credit	over 16 years of
	planning and new	department in Canada,	experience in financial
	initiatives department,	regional head of	services and retail
	and branch manager at	operations in United	information
	the organisation's	Kingdom and chief	management services
	London office. He has	general manager of	business.
	also served as the chief	north-east India.	
	of staff and the head of		
	product at OakNorth		
	Bank Limited.		
	Additionally, he was		
	associated with		
	Nomura International		
	PLC and HSBC Bank		
	PLC.		
	He has over 21 years of		
	experience in the		
	financial services and		
	banking sector with		
	experience across		
	retail, investment and		
	corporate banking.		
	8.		
	He currently serves as		
	the director on the		
	board of		
	Northumberland		
	Capital Limited		
	(foreign company).		
Terms and conditions	Re-appointment as the	Mr. Rajnish Kumar	Mr. Satish Pillai was
of appointment	Managing Director &	was appointed as the	appointed as the Non-
	CEO of the Company	Non-Executive	Executive Nominee
	for a term of 5 years	Nominee Director by	Director by the
	commencing from	the Shareholders of the	Shareholders of the
	January 17, 2025 and	Company vide their	Company vide their
	ending on January 16, 2030, not liable to	resolution passed on March 20, 2024. The	resolution passed on June 28, 2024. The
	retire by rotation.	approval of the	approval of the
	Tente by Ionanon.	Shareholders is sought	Shareholders is sought
		for payment of profit	for payment of profit
		linked commission.	linked commission.
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Domunaution scrabt	Defendam No. 1 of the	Citting Food IND	Citting Food IND
Remuneration sought to be paid	Refer Item No. 1 of the Explanatory Statement	Sitting Fees: INR 1,00,000 per Board and	Sitting Fees : INR 1,00,000 per Board and
to be para	Emplanatory Statement	Committee Meeting	Committee Meeting
			C
		Profit linked	Profit linked
		Commission: upto	Commission: upto
		INR 20,00,000 per	INR 20,00,000 per
Remuneration last	INR 6,74,05,091	year Sitting Fees: INR	year Sitting Fees: INR
drawn (till December	(Includes commission	10,00,000	6,00,000
31, 2024)	paid in FY24-25 for	10,00,000	0,00,000
, ,	FY23-24)		
List of other	Northumberland	Hero Motocorp	Docfuai Solutions
Companies in which	Capital Limited	Limited	Private Limited
he holds Directorship		Ambuja Cements	
		Limited	
		• Larsen and Toubro Limited	
		Resilient	
		Innovations Private	
		Limited	
		Brookprop	
		Management	
		Services Private	
		Limited	
		Mastercard India	
		Services Private	
		Limited	
		Lighthouse Communities	
		Foundation	
		Multiples Equity	
		Fund Trustee Private	
		Limited	
		HSBC Asia Pacific	
		(Hong Kong)	
		 National Highways 	
		Authority of India	

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Chairperson/ member of Committees (Audit and Stakeholders Relationship Committee) of the Board of the other companies in which he is a director	Nil	Ambuja Cements Limited Audit Committee — Chairman Larsen and Toubro Limited i. Stakeholders Relationship Committee — Chairman ii. Audit Committee — Member Resilient Innovations Private Limited Audit Committee — Member Brookprop Management Services Private Limited Audit Committee — Member HSBC Asia Pacific (Hong Kong) Audit Committee — Member	Nil
No. of Board Meetings attended during FY2024-25 (till December 31, 2024)	8/8	7/8	4/5
Relationship with other Director/s, Manager and Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel	Not related to any other Director / Key Managerial Personnel
Equity Shares held in the Company	1 (one) Equity Share, as a nominee of Infinity Partners.	Nil	Nil

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January 16, 2025

To,
The Board of Directors
Credila Financial Services Limited
(formerly known as HDFC Credila Financial Services Limited)
B-301, Citi Point, Andheri-Kurla Road,
Andheri (East), Mumbai – 400059

Dear Sirs/Madam.

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

I, Manjeet Pawankumar Bijlani, a Member of the Company holding 1 equity share in the Company as on date of this letter, propose the candidature of Mr. Arijit Sanyal (**DIN**: 08386684) for his reappointment as a 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 Pawankumar Bijlani