

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 TUESDAY, DECEMBER 02, 2025, AT 11.00 A.M. (IST) THROUGH VIDEO CONFERENCING ('VC') IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESSES. DEEMED VENUE OF THE MEETING SHALL BE 2ND FLOOR, ALLCARGO HOUSE, KALINA, CST ROAD, SANTACRUZ (E), MUMBAI – 400 098

SPECIAL BUSINESS:

APPROVAL AND ADOPTION OF ALTERATION OF ARTICLES OF ASSOCIATION

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 5, 14 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with applicable Rules thereunder (including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force), and the resolution passed by the Board of Directors on November 24, 2025, the consent of the Members of the Company be and is hereby accorded for adoption of altered Articles of Association (“AOA”) of the Company to incorporate the relevant clauses of the Third Amendment Agreement to the Shareholder’s Agreement dated June 19, 2023 (“**Third Amendment Agreement**”), executed on November 25, 2025 and deed of adherence dated July 16, 2025, executed between Carillon Investments B.V. (“**Carillon**”) and Defati Investments Holding B.V.

RESOLVED FURTHER THAT the Board and/or the Company Secretary & Compliance Officer of the Company 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, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Maharashtra at Mumbai or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection, and to settle all questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”



On Behalf of the **Board of Directors**

Karishma Jhaveri

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

Place: Mumbai

Date: November 25, 2025

Registered Office:

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

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

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') 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 this Notice is annexed herewith.
3. Since this EGM will be held through VC the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
4. Pursuant to the MCA Circulars, the attendance of Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC on their behalf at the EGM by e-mail to investor@credila.com
6. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company and the EGM Notice will also be available on the Company's website at <https://www.credila.com/investor-relations>
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.
9. Members shall note that based on the resolution passed by the Board of Directors at their Meeting held on November 03, 2025, the registered office of the Company shall be 2nd Floor, Allcargo House, Kalina, CST Road, Santacruz (E), Mumbai – 400098 with effect from December 01, 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 business mentioned in this Notice:

Approval for Alteration of Articles of Association

Pursuant to Clause nos. 3.3.1 and 3.3.3 of the Shareholders’ Agreement dated June 19, 2023 (“Shareholders’ Agreement”), executed by and amongst the Credila Financial Services Limited (“Company”), HDFC Bank Limited (“HDFC”), Kopvoorn B.V. (“Investor 1”), Moss Investments Limited (“Moss”), Defati Investments Holding B.V. (“Defati”) and Infinity Partners (“Infinity”) (collectively referred to as “Investor 2”), read with (i) the letter agreement dated March 18, 2024, read with (ii) the deed of adherence dated April 3, 2024 (“DOA”) executed by and amongst the Company, HDFC, Investor 1, Investor 2 and Shinhan Bank Co. Ltd (“Shinhan”) (collectively referred to as “Parties”) and the second deed of adherence dated October 14, 2024 and third deed of adherence dated July 16, 2025 and (iii) the waiver cum amendment agreement dated December 26, 2024 executed by and amongst the Company, HDFC, Investor 1, Investor 2, Shinhan and HDFC Life Insurance Company Limited, pursuant to which *inter alia* the composition of the Board of Directors shall at all times comprise of maximum 12 (twelve) Directors as nominated by the Parties based on the nomination power(s) as mentioned in the Shareholders’ Agreement read with DOA.

With the view of strengthening the governance, enhanced regulatory preparedness and support Company’s long term strategic objectives, it is now proposed to diversify the Board by inducting a director to improve regulatory oversight and diversify Board’s capability mix.

Accordingly, the Shareholders of the Company have executed Third Amendment Agreement to the Shareholders’ Agreement (“Third Amendment Agreement”) on November 25, 2025, to amend Clause nos. 3.3.1 and 3.3.3 of the Shareholders’ Agreement, pursuant to which the Board shall comprise of maximum of upto 13 (thirteen) Directors and of which upto 5 (Five) Directors shall be Independent Directors.

Further, pursuant to deed of adherence dated July 16, 2025, executed between Carillon Investments B.V. (“Carillon”) and Defati (“Transfer DOA”), the Equity Shares of the Company held by Defati were transferred to Carillon and Carillon agreed to be bound by the provisions of the Shareholders’ Agreement as if it were an original party to the Shareholders’ Agreement, in compliance with Clause 7.4.1 of the Shareholders’ Agreement. Accordingly, with effect from July 16, 2025, the Investor 2 was construed as Moss, Carillon, Infinity.

In view of the same, it is now proposed to alter the Part B of the Articles of Association of the Company (“AOA”) in accordance with Third Amendment Agreement and Transfer DOA.

In accordance with the provisions of Section 5, 14 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Shareholders is required by way of a special resolution, to alter the AOA of the Company.

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Toll-free: 1-800-209-3636



Email: loan@credila.com

Further, the Board of Directors on November 24, 2025, have accorded their approval for alteration to the AOA, subject to the approval of the Shareholders of the Company by special resolution and such other regulatory approval as may be required in this regard.

A copy of draft altered AOA is being circulated along with this EGM notice and the same shall be available for inspection by the Shareholders of the Company at the Registered Office of the Company during business hours from 9:30 a.m. to 6:00 p.m. and copies thereof shall also be made available for inspection at the Registered Office of the Company.

The Board recommends Special Resolution proposed in the accompanying Notice, for the approval of the Shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in passing of the Special Resolution proposed in the accompanying Notice.



On Behalf of the Board of Directors

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Company Secretary & Compliance Officer
Membership no. - A 25932

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