

HDFC Credila Financial Services Private Limited

(Former name: Credila Financial Services Private Limited)

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

Tel: +91-022-28266636 Email: investor@credila.com Website: www.credila.com

CIN : U67190MH2006PTC159411

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Thirteenth Annual General Meeting of the members of HDFC Credila Financial Services Private Limited will be held on Wednesday, May 23, 2018 at 11:00 a.m at the office of Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on preference shares for the financial year ended March 31, 2018.
3. To appoint a director in place of Mr. V. S. Rangan (DIN: 00030248), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Ajay Bohora (DIN: 00694444), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of Auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any amendment, modification, variation or re-enactment thereof), the Members of the Company hereby ratify the appointment of Messrs B S R & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W- 100022 issued by The Institute of Chartered Accountants of India), as the Auditors of the Company on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors.”

Special Business:

6. To consider, and if thought fit, to pass, the following resolution as a Special Resolution for issuance of Redeemable Non-Convertible Debentures and/or other hybrid instruments on a private placement basis.

“RESOLVED THAT in terms of the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Simplified Listing Agreement for Debt

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Securities, including any amendment, modification, variation or re-enactment to any of the forgoing and other applicable guidelines, directions or laws, the 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”), to issue Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments which can be classified as being Tier I and / or Tier II capital under the provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, for cash either at par, premium or discount to the face value, up to an aggregate amount not exceeding Rs. 2500 crore, with various sub-limits for each instrument as may be decided by the Board, under one or more letters of offer as may be issued by the Company, and in one or more series, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings by way of issue of Redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt, secured or unsecured, and any other hybrid instruments, will be within the overall limit of borrowings as approved by the Members, from time to time.”

“**RESOLVED FURTHER** THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise with regard to the said matter as it may in its sole and absolute discretion deem necessary and to delegate all or any of its powers herein conferred to any Committee of Directors and/ or director(s) and/ or officer(s) of the Company, to give effect to this Resolution.”

7. To consider, and if thought fit, to pass, the following Resolutions as Ordinary Resolutions for payment of variable pay to the Managing Directors for the financial year 2017-18:
- a) “**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed there under to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to pay Rs.56,00,000/- (Rupees Fifty-Six Lakhs only) to Mr. Anil Bohora, Managing Director, towards commission and variable pay for the Financial Year 2017-18”
- b) “**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed there under to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to pay Rs. 56,00,000/- (Rupees Fifty-Six Lakhs only) to Mr. Ajay Bohora, Managing Director & CEO, towards commission and variable pay for the Financial Year 2017-18”

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8. To consider, and if thought fit, to pass, the following Resolutions as Special Resolutions for payment of Remuneration to the Managing Directors for the financial year 2018-19:

(a) **“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed there under to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to pay Rs.104,80,000 (Rupees One Crore Four Lakhs Eighty Thousand) as Gross Salary and minimum Rs. 52,00,000 (Rupees Fifty-Two Lakhs) towards commission & variable pay to Mr. Anil Bohora, Managing Director, for financial year 2018-19”

(b) **“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed there under to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to pay Rs.104,80,000 (Rupees One Crore Four Lakhs Eighty Thousand) as Gross Salary and minimum Rs. 52,00,000 (Rupees Fifty-Two Lakhs) towards commission & variable pay to Mr. Ajay Bohora, Managing Director & CEO, for financial year 2018-19”

9. To consider, and if thought fit, to pass, the following Resolution as a Special Resolution for appointment of Mr. Subodh Salunke, Non-Executive Director, as the whole-time Director, designated as Executive Vice Chairman of the Company

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other rules framed thereunder read with Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof, Articles of Association of the Company and the recommendations of Nomination and Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the appointment of Mr. Subodh Salunke (DIN: 03053815), Non-Executive Director of the Company, as the whole time director of the Company, designated as the Executive Vice Chairman of the Company with effect from April 25,2018, for a period of 3 (three) years on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and as enumerated in the draft Deputation Agreement entered into by the Company with HDFC Limited”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary and/or revise the remuneration of Mr. Subodh Salunke within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification(s)

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thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors,

Place: Mumbai
Date: April 25, 2018

V.Srinivasa Rangan
Chairman

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

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and on a poll to vote instead of himself and that a proxy need not be a member. The proxy form to be effective should be lodged with the company at its registered office, duly completed and signed not less than 48 hours before the commencement of the AGM.
2. A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on a poll.
3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. All documents referred to in this Notice and other statutory registers are open for inspection by the Members on the date of the AGM at the venue of the meeting and also at the Registered Office of the Company between 10:00 a.m. and 12 noon on all working days except Saturdays, Sundays and national holidays, from the date hereof up to the date of the AGM.

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6. In accordance with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India, a brief profile of Mr. V.Srinivasa Rangan, Mr. Ajay Bohora and Mr. Subodh Salunke is set out in this Notice.

7. Members desiring any information relating to the financial statement of the Company are requested to write to the Company at the earliest, so as to enable the Board of Directors to keep the information ready at the AGM.

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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 following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of this Notice.

Explanation to business mentioned under Item No. 5 has been provided on a voluntary basis.

Item No. 5

M/s. B S R & Co. LLP, Chartered Accountants, having ICAI Firm Registration Number 101248W/W- 100022 issued by The Institute of Chartered Accountants of India were appointed as auditors of the Company for a period of 5(five) consecutive years at the 12th Annual General Meeting (AGM) of the Company held on May 30, 2017 to hold office as such until the conclusion of the 17th AGM of the Company. As per the provisions of Section 139 of the Companies Act, 2013, the said appointment is required to be ratified by the Members at every AGM.

M/s. B S R & Co. LLP have issued a certificate to the effect that the appointment, if ratified, shall be in accordance with the conditions as prescribed in Sections 139 and 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Pursuant to the recommendation of the Audit Committee of Directors, your Board recommends the ratification of the appointment of M/s. B S R & Co. LLP, Chartered Accountants, as the auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company and fixation of their remuneration, as set out at Item No. 5 of this Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

The Company's business has been growing quite well and the education loan portfolio quality also continues to be excellent. Based on the business projections as per the current trends, the Company will require additional funds and financing for the growth of its education loan portfolio.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the prior approval of its shareholders by way of a special resolution. The Companies (Prospectus and Allotment of Securities) Rules, 2014, further provides that the said special resolution must be passed once in a year for all offers/ invitations for all non convertible debentures to be issued during a year.

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The secured or unsecured, redeemable Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt proposed to be issued by the Company will be issued for cash either at par or premium or at a discount to face value depending upon the prevailing market conditions.

Accordingly, the approval of the Members is being sought by way of special resolution as set out at Item No. 6 of this notice authorizing the Board to issue secured or unsecured, redeemable Non-Convertible Debentures, Perpetual Debt Instruments, Sub Debt and/or any other hybrid instruments which can be classified as being Tier I and / or Tier II capital under the provisions of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016, up to an aggregate amount not exceeding Rs. 2500 Crore, with various sub-limits for each instrument as may be decided by the Board, on a private placement basis during a period of one year from the date of this Meeting.

Save and except for the equity shares of the company held by them, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on April 25, 2018 and subject to the approval of the members at the AGM, the Board has approved that for the financial year 2017-18, the Managing Directors of the Company be paid commission and variable pay of Rs. 56,00,000/- each (increased by Rs.14,00,000/- each)

Accordingly, the Board recommends passing of Resolution as set out at Item No. 7 of this Notice.

Mr. Anil Bohora, Mr. Ajay Bohora and their relatives are interested in the resolution at Item No. 7.

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 8

In accordance with the Remuneration Policy of the Company and based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members at the AGM, the Board has approved that for the current financial year 2018-19, the remuneration of the MDs would be revised in the following manner:

Name	Gross Salary	Commission & Variable Pay	Total
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	(Rs.)	(Rs.)	(Rs.)
Mr. Ajay Bohora	104,80,000	52,00,000 (minimum)	1,56,80,000
Mr. Anil Bohora	104,80,000	52,00,000 (minimum)	1,56,80,000

Accordingly, the Board recommends passing of Special Resolution as set out in the resolution at Item No. 8.

Mr. Anil Bohora, Mr. Ajay Bohora and their relatives are interested in the resolution at Item No.8

None of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

On the basis of recommendation of the Nomination and Remuneration Committee (NRC) at its meeting held on April 25, 2018, the Board of Directors at its meeting held on the same day, has appointed Mr. Subodh Salunke (DIN 03053815), as Whole-time Director, designated as Executive Vice Chairman of the Company with effect from April 25, 2018, for a period of 3 (three) years, subject to the approval of the shareholders.

The Board and the NRC also approved the Deputation Agreement that has been entered into by the Company with Housing Development Finance Corporation Limited (HDFC Limited). The Remuneration proposed to be paid is within the permissible limits under the provisions of the Companies Act, 2013

The main terms and conditions of appointment of Mr. Subodh Salunke as the Executive Vice Chairman are furnished below:

- (i) Subject to supervision and control of the Board of Directors of the Company, the Whole-time Director shall be in charge of affairs of the Company and exercise such functions and powers as may be entrusted to him by the Board of Directors from time to time.
- (ii) Tenure: 3(three) years w.e.f April 25,2018
- (iii) Remuneration: Reimbursement of Gross Salary to HDFC Limited as under:

Particulars	Per Month Rs.	Per Annum Rs.
Basic Salary	216,335.00	2,596,020.00
Dearness Allowance	14,033.00	168,396.00
HRA	126,702.40	1,520,428.80
Transport Allowance	800.00	9,600.00
Conveyance Allowance	23,600.00	283,200.00
GROSS SALARY	381,470.40	4,577,644.80

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- (iv) Benefits, Perquisites & Allowances: In addition to the reimbursement of the Gross Salary to HDFC Limited, the Company shall also reimburse the following benefits, perquisites and allowances paid by HDFC Limited to Mr. Subodh Salunke:

Particulars	Per Month Rs.	Per Annum Rs.
Provident Fund	27,644.16	331,729.92
Gratuity	19,197.00	230,364.00
Superannuation Fund	34,555.00	414,660.00
Health Insurance Premium (covering the period from July 1 – June 30 every year)	4,826.83	57,922.00
Personal Accident Premium (covering the period from July 1 – June 30 every year)	48.33	580.00
Ex- Gratia	700.00	8,400.00
Telephone/Mobile Expenses Reimbursement (On actual/paid basis)	11,000.00	132,000.00
Car Washing Expenses Reimbursement	250.00	3,000.00
L.T.A (on actual/paid basis)	1 month Basic Pay on actuals	
Leave Encashment (on claim basis)	1 month Basic Pay on actuals	
Driver`s Salary Expenses Reimbursement	15,000.00	180,000.00

Increment: The annual merit-based increments which will be effective 1 April each year will be decided by HDFC Limited and accordingly the revised Gross Salary and other benefits & allowances will be paid. The NRC, Board and the shareholders shall approve the increment separately subject to the limits of Section 197 and other applicable provisions of the Companies Act 2013.

- (v) During the period of deputation, Mr. Subodh Salunke will be eligible for compensation, perquisites, incentives, performance bonus and other facilities as applicable to his grade in HDFC Limited. The same will be reimbursed by the Company to HDFC Limited.
- (vi) Minimum Remuneration: Notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, the Company will reimburse to HDFC Limited the remuneration paid to Mr. Subodh Salunke, as specified above subject to the limits specified in Schedule V of the Companies Act 2013.
- (vii) Termination: The position of the Whole-time Director shall be terminated as such on the termination of the Deputation Agreement.
- (viii) If at any time the Whole-time Director ceases to be a Director for any reason whatsoever, he shall also cease to be the Whole-time Director of the Company.
- (ix) The Whole-time Director shall be liable to retire by rotation in terms of Section 152(6) of the Companies Act 2013

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(x) He will not be entitled to any sitting fees for attending Board and Committee Meetings.

The other terms and conditions as mentioned in the Deputation Agreement will be applicable.

Pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act, approval of the Members is sought for appointment of Mr. Subodh Salunke (DIN 03053815) as the Executive Director of the Company designated as the “Executive Vice Chairman” on the terms and conditions, including remuneration, as mentioned hereinabove.

The Board, accordingly, recommends passing of the resolution as set out at Item No. 9 of this Notice, for the approval of the Shareholders.

Mr. Subodh Salunke and his relatives are interested in the resolution at Item No. 9. None of the other directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

On Behalf of the Board of Directors

Place: Mumbai
Date: April 25, 2018

V.Srinivasa Rangan
Chairman

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Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding re-appointment of Mr. V. Srinivasa Rangan, Director retiring by rotation.
Mr. V. Srinivasa Rangan (DIN 00030248)

Age	58
Qualifications	B.COM, Member of ICAI and ICWA
Experience	<p>Mr. V. Srinivasa Rangan is the Executive Director of Housing Development Finance Corporation Limited (HDFC). He holds a Bachelor's degree in Commerce and is an Associate of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India.</p> <p>Mr. Rangan joined HDFC in 1986 and served in Delhi Region and was the Senior General Manager, Corporate Planning & Finance function at Head office since 2000. He was appointed as the Executive Director of HDFC with effect from January 1, 2010. He is responsible for the Treasury, Resources and Accounts functions of HDFC.</p>
Terms and conditions of appointment or reappointment	Non-Executive Director liable to retire by rotation
Last drawn remuneration	Rs.5,50,000/- as sitting fees
Date of first appointment on the Board	24 th December 2009
No. of shares held	NIL
Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during FY 2017-18	Attended all 7 Board Meetings held during the financial year 2017-18
Other Directorship	<ul style="list-style-type: none">• HDFC Trustee Company Limited• Atul Limited• HDFC Investments Limited• HDFC Property Ventures Limited• Computer Age Management Services Private Limited• Housing Development Finance Corporation Limited• TVS Credit Services Limited• Cholamandalam Investment And Finance Company Limited• HDFC Education And Development Services Private Limited• H T Parekh Foundation• True North Corporate Private Limited
Chairman/ Member of the Committees of Boards of other companies	<p>Cholamandalam Investment And Finance Company Limited</p> <ul style="list-style-type: none">• Risk Management• Nomination & Remuneration <p>HDFC Property Ventures Limited</p> <ul style="list-style-type: none">• Corporate Social Responsibility

Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding re-appointment of Mr. Ajay Bohora, Director retiring by rotation.

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Mr. Ajay Bohora (DIN 00694444)

Age	51
Qualifications	Bachelor of Engineering (Bombay University), MBA (Hofstra University)
Experience	<p>Mr. Ajay Bohora (DIN: 00694444) is the Managing Director & CEO of the Company.</p> <p>He is the Co-founder of the Company. He started his career with Tata Exports Ltd. and then went to New York to pursue his MBA. After his MBA he worked in the field of Finance at various positions for 6(six) years at MetLife Insurance Company in its New York offices After 8(eight) years in the USA, he returned to India, to start a joint venture. The joint venture was in the field of Business Process Outsourcing (BPO) where the US based company owned 51% and remaining 49% was owned by him and his brother Anil. After growing the healthcare focused BPO, it got acquired by the global BPO giant WNS Global Services.</p> <p>He served on the Board of Directors of WNS Global Services. WNS was owned by British Airways and Warburg Pincus. In 2005, WNS went on with its IPO (Initial Public Offering) on New York Stock Exchange (NYSE).</p> <p>With a track record of success, in 2006, along with his brother Anil, he founded India's First Dedicated Education Loan Company. He has earned Bachelor of Engineering from VJTI, Bombay University and MBA from Hofstra University, New York.</p>
Terms and conditions of appointment or reappointment	Appointed as Managing Director for a term of 5(five) years from July 09, 2013 and liable to retire by rotation. Reappointed on retiring by rotation.
Last drawn remuneration	Refer Note 25.2 of the Notes to Financial Statement
Date of first appointment on the Board	01/02/2006
No. of shares held	5,735,000
Relationship with Directors, Managers & KMP	Mr. Anil Bohora, Managing Director, is the brother of Mr. Ajay Bohora
Number of Board Meeting attended during FY 2017-18	Attended all 7 Board Meetings held during the Financial Year 2017-18.
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	No

Information pursuant to clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / re-appointment

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Mr. Subodh Salunke (DIN 03053815)

Age	54
Qualifications	B.COM, M.M.S.
Experience	He joined HDFC in 1988. He has also worked in Management Services Division of HDFC. He has been involved in the development and execution of training programmes in Indonesia. He was also a member of the Study Group on Housing Finance to the UK. He has undertaken an assignment of a feasibility study of Housing Finance Companies in Maldives.
Terms and conditions of appointment	(i) Tenure of the appointment of the Whole-time Director shall be 3(three) years with effect from April 25, 2018. (ii) The terms and conditions of appointment will be governed by the Deputation Agreement entered into by the Company with HDFC Limited. (iii) The appointment shall be governed by Section 196, 197, 203 read with Schedule V of the Companies Act, 2013 and rules made thereunder. (iv) The Whole-time Director of the Company shall be liable to retire by rotation. (v) He will not be entitled to sitting fees (vi) Remuneration as mentioned in the Explanatory Statement
Last drawn remuneration	Sitting fees paid in the capacity of Non-Executive Director Rs.4,40,000/-
Date of first appointment on the Board	March 26, 2010
No. of shares held	NIL
Relationship with Directors, Managers & KMP	Not related
Number of Board Meeting attended during FY 2017-18	Attended 6 Board Meetings held during the Financial Year 2017-18
Other Directorship	NIL
Chairman/ Member of the Committees of Boards of other companies	No

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

Tel: +91-022-28266636 Email: investor@credila.com Website: www.credila.com

CIN : U67190MH2006PTC159411

ATTENDANCE SLIP

(Please hand over at the entrance of the Meeting venue)

Folio No./Client ID	
Name and address of the Member	

I hereby record my presence at the 13th Annual General Meeting of the Members of the Company held at the office of Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 on Wednesday, May 23, 2018 at 11.00 a.m..

Full name of the Member/ Proxy attending the meeting	
Member's/ Proxy's Signature	

Note: Your entry to the meeting will be regulated by this attendance slip.

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Form No. MGT – 11

PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		E-mail:	
Registered Address:		Folio no./Client ID:	
		DP ID:	

I/We being the Member(s) of _____ equity shares of Rs. 10 each of HDFC Credila Financial Services Private Limited, hereby appoint:

1. Name: _____

Address: _____

E-mail: _____

_____, Signature: _____, Or failing him /her

2. Name: _____

Address: _____

E-mail: _____

_____, Signature: _____, Or failing him / her

3. Name: _____

Address: _____

E-mail: _____

_____, Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General Meeting of the Members of the Company to be held on Wednesday, May 23, 2018 at 11.00 A.M. at the Office of the Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Churchgate, Mumbai 400 020 and at any adjournment(s) thereof, in respect of such resolutions in the manner as indicated below:

Sr. No.	Brief details of the resolution	Optional (Refer note no. 4)		
		FOR	AGAINST	ABSTAIN
1.	Adoption of the audited financial statement of the Company for the financial year ended on March 31, 2018 and the reports of the Board of Directors and Auditors thereon.			
2.	Declaration of dividend on preference shares for the financial			

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	year ended March 31, 2018 at the rate of 0.01%.			
3.	Reappointment of Mr. V. Srinivasa Rangan (DIN: 00030248), who retires by rotation and being eligible, offers himself for re-appointment.			
4.	Reappointment of Mr. Ajay Bohora (DIN: 00694444), who retires by rotation and being eligible, offers himself for re-appointment.			
5.	Ratification of appointment of Auditors.			
6.	Issuance of secured/unsecured Redeemable Non-Convertible Debentures, Perpetual Debt Instruments and Sub Debt on a private placement basis.			
7.	Payment of Variable Pay to the Managing Directors for the financial year 2017-18.			
8.	Payment of Remuneration to the Managing Directors for the financial year 2018-19.			
9.	Appointment of Mr. Subodh Salunke, Non-Executive Director, as the whole-time Director, designated as Executive Vice Chairman of the Company.			

Signed this _____ day of _____, 2018

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

NOTES:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a Member of the Company.
3. A person appointed as proxy shall act on behalf of not more than fifty (50) members and holding not more than 10% of the total share capital of the company carrying voting rights. However, a Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as proxy for any other person or Member.
4. Optional. Please put a '√' in the appropriate column against the resolutions indicated in the box.

XXXXXXXXXXXXXXXXXXXXXXXXXXXX

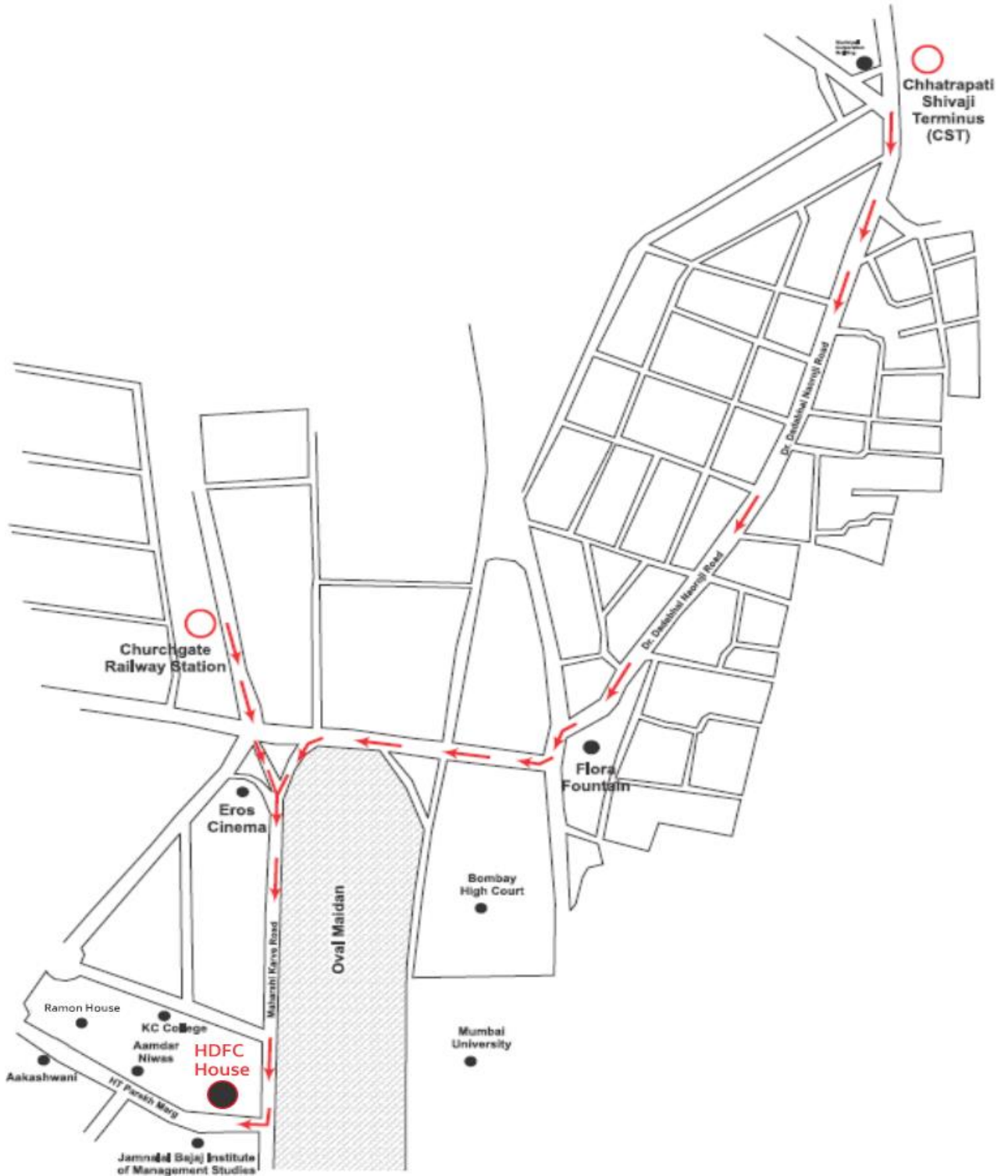
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ROUTE MAP TO THE AGM VENUE