

April 1, 2022

To,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001.

Sub: Proceedings of the Extraordinary General Meeting of Members of the Company held on March 31, 2022

Dear Sir/Madam,

We wish to inform you that the Extra Ordinary General Meeting (EGM) of the Company was held on Thursday, March 31, 2022.

Pursuant to the provisions of Regulation 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with clause (23) of Para A of Part B of Schedule III of the said Regulations, we are enclosing herewith the proceedings of the EGM.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For HDFC Credila Financial Services Limited
(Formerly known as HDFC Credila Financial Services Private Limited)




Akanksha Kandoi
Company Secretary & Compliance Officer

HDFC CREDILA FINANCIAL SERVICES LIMITED

(Formerly known as HDFC Credila Financial Services Private Limited)

Corporate Identity Number: U67190MH2006PLC159411

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



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Email: loan@hdfccredila.com

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(Formerly known as HDFC 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@hdfccredila.com **Website:** www.hdfccredila.com

CIN: U67190MH2006PLC159411

PROCEEDINGS OF THE EXTRA GENERAL MEETING OF THE MEMBERS OF HDFC CREDILA FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS HDFC CREDILA FINANCIAL SERVICES PRIVATE LIMITED) HELD ON THURSDAY, MARCH 31, 2022 AT 04:00 P.M. AT HDFC HOUSE, H. T. PAREKH MARG, 165-166 BACKBAY RECLAMATION, CHURCHGATE, MUMBAI 400 020.

The Extraordinary General Meeting (“EGM”) of the Members of HDFC Credila Financial Services Limited was held on Thursday, March 31, 2022 at 4:00 p.m. at HDFC House, H. T. Parekh Marg, 165-166 Backbay Reclamation, Church gate, Mumbai - 400 020.

At 4.00 p.m. Mr. V. Srinivasa Rangan, Chairman of the Board, took the Chair. The requisite quorum being present, the Chairman called the Meeting to order.

The Chairman welcomed the Members present at the Meeting. Mr. Arijit Sanyal and Ms. Madhumita Ganguli, Directors were unable to attend the EGM due to unavoidable circumstances. The Chairman of the Audit Committee, Nomination & Remuneration Committee and the Chairman of the Stakeholders Relationship Committee were present at the EGM. The Secretarial Auditors, the Statutory Auditors, the Company Secretary and the Chief Financial Officer of the Company were also present at the EGM.

Six (6) Members were present in person. One (1) Corporate Member - Housing Development Finance Corporation Limited (HDFC Ltd.) was present through its representative.

The EGM Notice along with the Explanatory Statement was taken as read.

The following Special Resolution was passed for approval of Employee Stock Option Plan of the Company:

“**RESOLVED THAT** 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”) made thereunder (including any amendment, modification, variation or re-enactment 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 or any other Committee of the Company constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), consent of the shareholders of the Company be and is hereby accorded to create, issue, offer and allot 40,72,565 equity shares of Rs.10 each of the Company, fully paid (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organization of the capital structure of the Company as may be applicable including but not limited to by way of any corporate action, from time to

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time), to the present and future permanent employees of the Company (in the manner as may be permissible under the relevant provisions of the Companies Act, 2013 and rules made thereunder) (hereinafter referred to as “**Eligible Employees**” in this Notice), under the HDFC Credila Employees Stock Option Plan 2022 (“**ESOP–2022**”) in terms of this resolution and on such terms and conditions as may be decided by the Board, in its sole and absolute discretion.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above but subject to the terms mentioned in the explanatory statement to this resolution, which are hereby approved by the Members, the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the terms and conditions of ESOP–2022, from time to time, as it may in its sole and absolute discretion decide, subject to the conformity of the Companies Act, 2013 and rules thereunder.”

“**RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to this resolution shall rank *pari passu* inter se with the then existing equity shares of the Company, in all respects.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in relation to the formulation and implementation of ESOP –2022 and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** any Director or Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to update, maintain and preserve ‘The Register of Employee Stock Options’ in the prescribed format pursuant to Section 62(1)(b) of the Companies Act, 2013 and rule 12(10) of The Companies (Share Capital and Debentures) Rules, 2014”

Before moving the resolution, the Chairman asked the Members present to seek clarification, if any, on the same. There were no queries from the Members.

The Resolution was put to vote by show of hands and was passed unanimously.

The Meeting concluded at 4:30 P.M with a vote of thanks to the Chair.

For HDFC Credila Financial Services Limited

(Formerly known as HDFC Credila Financial Services Private Limited)



Akanksha Kandoi

Company Secretary & Compliance Officer