

HDFC Credila Financial Services Limited

(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

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Extra Ordinary General Meeting of the members of HDFC Credila Financial Services Limited (Formerly known as HDFC Credila Financial Services Private Limited) will be held on Friday, November 19, 2021 at 10 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 businesses mentioned below:

Special Business:

1. Appointment of M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) as Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India (“RBI”) and Frequently Asked Questions dated June 11, 2021 (“RBI Guidelines”), including any amendment, modification, variation or re-enactment thereof, on the basis of recommendation of the Audit Committee of Directors and the Board of Directors of the Company, M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W issued by The Institute of Chartered Accountants of India), be and are hereby appointed as Statutory Auditors of the Company for a period of 3 (three) consecutive years to hold office with effect from the date of passing of this resolution until the conclusion of the 19th Annual General Meeting of the Company, subject to their continuity of fulfilment of the applicable eligibility norms at a remuneration to be determined by the Board of Directors or Audit Committee of the Directors of the Company ”

2. Amendment to Articles of Association of the Company

To consider, and if thought fit, to pass, the following resolution as a Special Resolution to amend Clause 168 of the Articles of Association of the Company:

“**RESOLVED THAT:** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

Clause 168 of the Articles of Association, to be substituted with following clause:

“The Board shall, if so required by the Applicable Law or if deemed fit, provide a Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu

HDFC Credila Financial Services Limited

(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

thereof and shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except under the authority of the Board or a Committee of the Board previously given. Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by at least 1 (one) Director and counter signed by such other person as may be authorised in that behalf by the Directors, provided nevertheless that a document or proceeding requiring authentication by the Company may be signed by a Director, or any other officer authorised in that behalf by the Board and need not be under its Seal.”

On Behalf of the Board of Directors

sd/-

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: October 27, 2021

Registered office:

B 301, Citi Point,

Next to Kohinoor Continental, Andheri-Kurla Road,

Andheri (East), Mumbai - 400 059

NOTES:

1. The explanatory statements setting out the material facts pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is annexed herewith and the same should be taken as part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING MAY 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 TIME OF THE MEETING
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting
4. A Proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on a poll.
5. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.

HDFC Credila Financial Services Limited

(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

6. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to all the business of the proposed EGM is annexed herewith and the same should be taken as part of this Notice.
7. All documents referred to in this Notice and Statement setting out material facts and other registers are open for inspection by the Members on the date of the EGM 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 Sundays and national holidays, from the date hereof up to the date of the EGM

HDFC Credila Financial Services Limited

(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

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. 1 & 2 of this Notice.

Item No. 1

The Members of the Company at their 12th Annual General Meeting (AGM) held on May 30, 2017, had appointed M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of the 12th AGM until the conclusion of the 17th AGM of the Company. Accordingly, B S R & Co. LLP have completed four years out of their existing term. The Reserve Bank of India (RBI) on April 27, 2021 had issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) ('RBI Guidelines'). Pursuant to the RBI Guidelines, the tenure for appointment of auditors/audit firms is required to be 3 (three) years. Subsequently, the RBI had also released Frequently Asked Questions (FAQs) dated June 11, 2021, inter alia clarifying that the existing statutory auditors who have completed 3 years with an entity would not be able to continue as auditors with effect from second half of the financial year 2021-22, even though they may not have completed their present tenure as approved by the Members of the said entity. Consequently, in terms of the RBI Guidelines and related FAQs, M/s B S R & Co. LLP shall not be eligible to continue as the Statutory Auditors of the Company with effect from the second half of the current financial year and hence vide their letter dated October 19, 2021, they have tendered their resignation which would come into effect from November 02, 2021 i.e., post submission of all requisite certifications for the aforesaid period. The Audit Committee and the Board of Directors have taken note of the said resignation and also the fact that there were no reasons specified by them for the resignation apart from the eligibility requirements prescribed under the RBI Guidelines. In view of the RBI Guidelines, the Company is required to appoint Statutory Auditors of the Company for conducting the audit for a period of 3 (three) consecutive years. In accordance with the requirement of the aforesaid RBI Guidelines, the Audit Committee and the Board of Directors have recommended the appointment of M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W), to act as the Statutory Auditors of the Company for a period of 3 (three) consecutive years and to hold office with effect from the date of passing of this Resolution until the conclusion of the 19th AGM of the Company to be held in the calendar year 2024, subject to the said firm continuing to fulfill the applicable eligibility norms

HDFC Credila Financial Services Limited

(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

M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) is a Chartered Accountant Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 109574W.

M/s Shah Gupta & Co. have consented to the said appointment and issued a certificate along with relevant information as mentioned in the RBI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The remuneration shall be determined by the Board of Directors or Audit Committee of the Board of the Company or the any other person(s) authorised by the Board or the Audit Committee.

The Board, accordingly, recommends the appointment of M/s Shah Gupta & Co., Chartered Accountants as the Statutory Auditors of the Company including payment of audit fees to them for the financial year 2021-22 as set out at Resolution No 1 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 aforesaid resolution.

Item No. 2

The existing clause 168 of the Articles of Association of the Company is reproduced below:

“The Board shall, if so required by the Applicable Law or if deemed fit, provide a Seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for the time being and the Seal shall never be used except under the authority of the Board or a Committee of the Board previously given. Every deed or other instrument to which the Seal of the Company shall be affixed shall be signed by at least 2 (two) Directors and counter signed by the Secretary or such other person as may be authorised in that behalf by the Directors, provided nevertheless that a document or proceeding requiring authentication by the Company may be signed by a Director, or the Secretary or any other officer authorised in that behalf by the Board and need not be under its Seal.”

For operational convenience, it is proposed to give power to any one director to sign the document to which common seal may be affixed instead of existing requirement of two Directors to sign the said document, the authority to countersign the same remaining unchanged.

HDFC Credila Financial Services Limited

(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

The Board recommends passing of the Special Resolution, as set out in Item No. 2 of this Notice, for the approval of the Members.

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

On Behalf of the Board of Directors

sd/-

Akanksha Kandoi
Company Secretary

Place: Mumbai

Date: October 27, 2021

Registered office:

B 301, Citi Point,

Next to Kohinoor Continental, Andheri-Kurla Road,

Andheri (East), Mumbai - 400 059

HDFC Credila Financial Services Limited

(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

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 Extra Ordinary 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 Friday, November 19, 2021 at 10:00 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.

.....

HDFC Credila Financial Services Limited

(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

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):	
Registered Address:	
E-mail Id	
Folio No /Client ID	DP ID

I/We being the Member(s) of _____ equity shares of Rs. 10 each of HDFC Credila Financial Services 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 Extra Ordinary General Meeting of the Members of the Company to be held on Friday, November 19, 2021 at 10:00 a.m. at the office of Housing Development Finance Corporation Limited at HDFC House, H. T. Parekh

HDFC Credila Financial Services Limited

(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

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:

Sl. No.	Brief details of the resolution	VOTE		
		FOR	AGAINST	ABSTAIN
	SPECIAL BUSINESS			
1.	To approve appointment of M/s Shah Gupta & Co., Chartered Accountants (Firm Registration No.109574W) as Statutory Auditors of the Company			
2.	To approve amendment to Clause 168 of Articles of Association of the Company			

Signed this _____ day of _____, 2021

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix Revenue

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

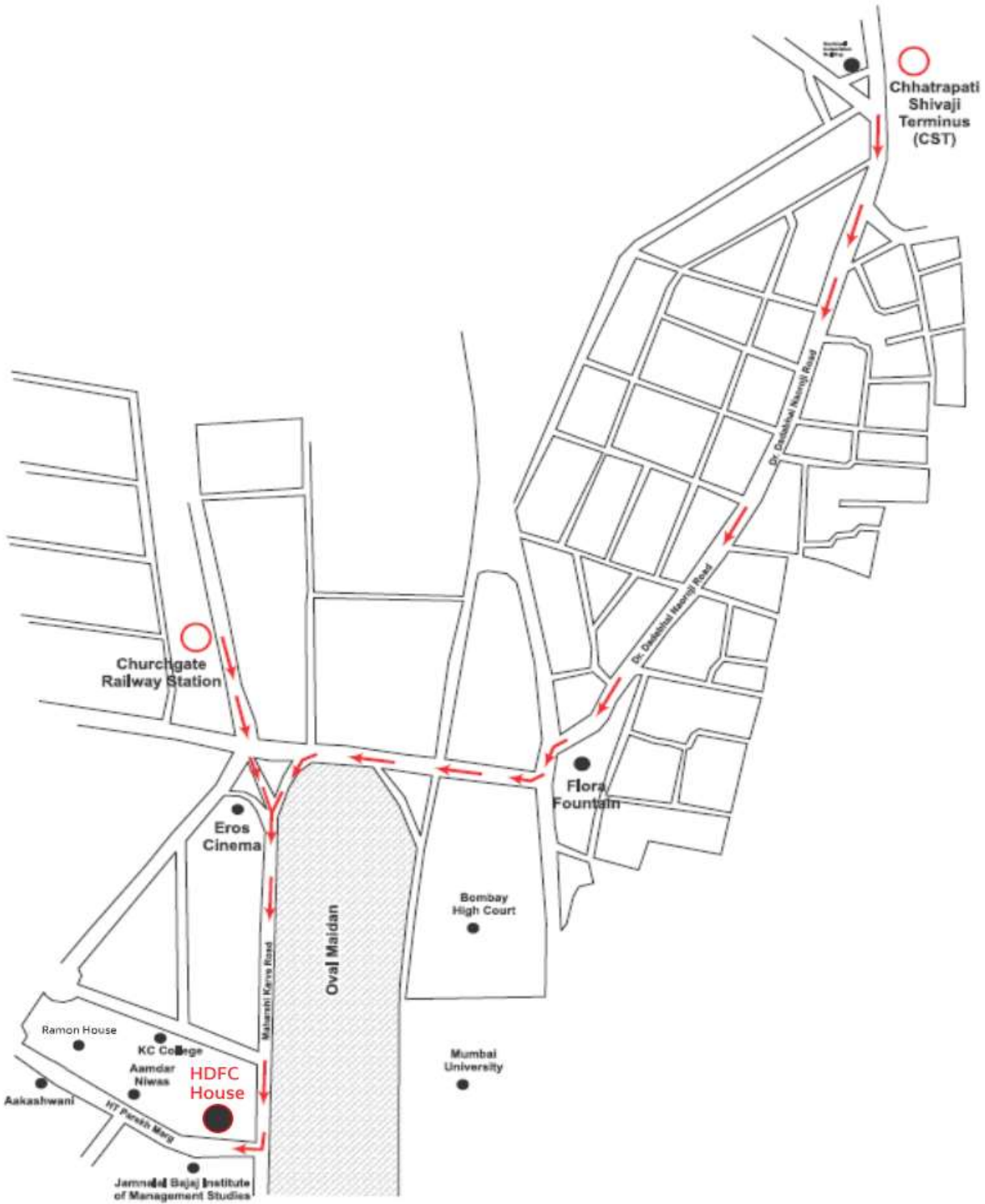
HDFC Credila Financial Services Limited

(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



ROUTE MAP TO THE VENUE