

March 21, 2024

**BSE Limited**

P.J Tower,  
Dalal Street,  
Mumbai 400 001

**Sub: Proceedings of the Extraordinary General Meeting (EGM) of Members of the Company held on Wednesday, March 20, 2024**

Dear Sirs,

We wish to inform you that the Extra Ordinary General Meeting (EGM) of the Company was held on Wednesday, March 20, 2024 at 6:15 p.m.

Pursuant to the provisions of Regulation 51 (1) & (2) of the SEBI (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.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

**For HDFC Credila Financial Services Limited**

**Akanksha Kandoi**

**Company Secretary & Compliance Officer**

**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



**Tel:** +91-22-28266636



**Email:** loan@hdfccredila.com

**PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HDFC CREDILA FINANCIAL SERVICES LIMITED HELD ON WEDNESDAY, MARCH 20, 2024 AT 6:15 P.M. AT B - 301, CITI POINT, ANDHERI - KURLA ROAD, ANDHERI (E), MUMBAI - 400 059.**

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The Extraordinary General Meeting (“EGM”) of the Members of HDFC Credila Financial Services Limited was held on Wednesday, March 20, 2024 at 6:15 p.m. at B - 301, Citi Point, Andheri - Kurla Road, Andheri (E), Mumbai - 400 059.

Mr. Damodarannair Sundaram, Ms. Anuranjita Kumar, Mr. Rajnish Kumar, Mr. Sanjay Kukreja, Mr. Kosmas Kalliarekos, Mr. Jimmy Mahtani were unable to attend the meeting due to unavoidable circumstances. All the other Directors were present at the EGM.

At the outset at 6:15 PM, Directors present at the meeting elected Mr. Abhijt Sen to be the Chairman for the Meeting in the absence of Mr. Damodarannair Sundaram, Chairman of the Board.

Mr. Abhijt Sen, Chairman for the Meeting welcomed the Members present at the meeting. The requisite quorum being present, the Chairman called the Meeting to order.

The Statutory Auditors, the Secretarial Auditors, the Company Secretary and the Chief Financial Officer of the Company were also present at the EGM.

Seven (7) Members were present in person.

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

The business of the Meeting, as per the Notice thereof, was thereafter taken up as follows.

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

**ITEM NO. 1**

**Appointment and Regularisation of Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) as Non-Executive Director of the Company**

**Ordinary Resolution**

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**“RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) was appointed as a non-executive, additional director of the Company; and (vi) the articles of association of the Company, Mr. Jimmy Lachmandas Mahtani (DIN: 00996110) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

## **ITEM NO. 2**

**Appointment and Regularisation of Mr. Ashish Agrawal (DIN: 00163344) as Non-Executive Director of the Company**

### **Ordinary Resolution**

**“RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of

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the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Ashish Agrawal (DIN: 00163344) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Ashish Agrawal (DIN: 00163344) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

### **ITEM NO. 3**

**Appointment and Regularisation of Mr. Rajnish Kumar (DIN: 05328267) as Non-Executive Director of the Company**


#### **Ordinary Resolution**

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated

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June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Rajnish Kumar (DIN: 05328267) was appointed as a non-executive, additional director of the Company; and (vi) the articles of association of the Company, Mr. Rajnish Kumar (DIN: 05328267) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **ITEM NO. 4**

#### **Appointment and Regularisation of Mr. Kosmas Kalliarekos (DIN: 03642933) as Non-Executive Director of the Company**

#### **Ordinary Resolution**

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the

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Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Kosmas Kalliarekos (DIN: 03642933) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Kosmas Kalliarekos (DIN: 03642933) is hereby appointed as a non-executive Director of the Company and as nominee of Kopvoorn B.V. with immediate effect, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **ITEM NO. 5**

#### **Appointment and Regularisation of Mr. Sanjay Kukreja (DIN: 00175427) as Non-Executive Director of the Company**

#### **Ordinary Resolution**

“**RESOLVED THAT** pursuant to: (i) provisions of Sections 149, 152 and 161(1) and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the investment agreement dated June 19, 2023 executed amongst HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”), Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, “**Investors**”), and the Company (read with letter agreements dated July 05, 2023, August 21, 2023 and March 17, 2024, executed amongst Investors, HDFC Bank and the Company) (“**Investment Agreement**”) and the shareholders’ agreement dated June 19, 2023 executed by and amongst the Investors, HDFC Bank and the Company (read with letter agreement dated March 18, 2024, executed amongst Investors, HDFC Bank and the Company); (v) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Sanjay Kukreja (DIN: 00175427) was appointed as a non-executive, additional director of the Company and (vi) the articles of association of the Company, Mr. Sanjay Kukreja (DIN: 00175427) is hereby appointed as a non-executive

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Director of the Company and as nominee of Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners with immediate effect, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **ITEM NO. 6**

#### **Appointment and Regularisation of Mr. Abhijit Sen (DIN: 00002593) as Non-Executive Independent Director of the Company**

##### **Special Resolution**

“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Abhijit Sen (DIN: 00002593), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Abhijit Sen (DIN: 00002593) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

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**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**ITEM NO. 7**

**Appointment and Regularisation of Mr. Bharat Shah (DIN: 00136969) as Non-Executive Independent Director of the Company**

**Special Resolution**

“**RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Bharat Shah (DIN: 00136969), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Bharat Shah (DIN: 00136969) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**ITEM NO. 8**


**Appointment and Regularisation of Mr. Damodarannair Sundaram (DIN: 00016304) as Non-Executive Independent Director of the Company**

**Special Resolution**

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**“RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Mr. Damodarannair Sundaram (DIN: 00016304), who has submitted a declaration that he fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Mr. Damodarannair Sundaram (DIN:00016304) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

## **ITEM NO. 9**

### **Appointment and Regularisation of Ms. Anuranjita Kumar (DIN: 05283847) as Non-Executive Independent Director of the Company**


#### **Special Resolution**

**“RESOLVED THAT** pursuant to: (i) provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act; (ii) Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; (iii) the Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 (to the extent applicable to the Company and, including amendments thereof for the time being in force), the rules, circulars and guidelines issued by the Reserve Bank of India; (iv) the resolution passed by the Board at their meeting held on March 20, 2024 pursuant to which Ms.

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Anuranjita Kumar (DIN: 05283847), who has submitted a declaration that she fulfils the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations to be appointed as the non-executive, additional and independent director of the Company was appointed as a non-executive, additional director (Independent) of the Company, and (v) the articles of association of the Company, Ms. Anuranjita Kumar (DIN: 05283847) is hereby appointed as a non-executive and independent director of the Company with immediate effect, and she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, including updating the statutory registers of the Company and filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of Form DIR-12 with the jurisdictional registrar of companies.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **ITEM NO. 10**

#### **Approval and Adoption of the Amended and Restated Articles of the Company**

##### **Special Resolution**


“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013 read with its rules and other applicable provisions, if any (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and the resolution passed by the Board at their meeting held on March 20, 2024, the approval of the shareholders of the Company is hereby accorded for the adoption of amended and restated of articles of association of the Company in substitution for and to the exclusion, of the existing set of articles of association of the Company to incorporate the relevant provisions of the shareholders’ agreement dated June 19, 2023 executed by and amongst Kopvoorn B.V., Moss Investments Limited, Defati Investments Holding B.V., and Infinity Partners (collectively, the “**Investors**”), HDFC Bank Limited, Housing Development Finance Corporation Limited (now merged with and into HDFC Bank Limited) (“**HDFC Bank**”) and the Company read with letter agreement dated March 18, 2024 by and amongst Investors, HDFC Bank, and the Company.

**RESOLVED FURTHER THAT** the directors of the Company, be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties. Further, the directors of the Company, be and are hereby severally authorised to do all such acts, deeds and things and execute all documents, take all steps and give such directions as may be required or considered necessary or incidental thereto, including filing the requisite forms with Ministry of Corporate Affairs and the jurisdictional Registrar of Companies (including Form MGT-14) or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected

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therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the shareholders of the Company to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all the directors of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

#### **ITEM NO. 11**

#### **Approval for increase in the borrowing power of the Company under section 180 (1) (c) of the Companies Act, 2013**

#### **Special Resolution**

“**RESOLVED THAT** in supersession of all the Resolutions passed earlier in this regard, consent of the Company be and is hereby accorded in terms of Section 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing any sum or sums of monies for and on behalf of the Company from time to time, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed aggregate of its paid up share capital and free reserves, provided that the total amount so borrowed by the Company shall not exceed Rs. 40,000 Crores (Rupees Forty Thousand Crores)”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to decide the sub- limits of borrowings from Banks, NCDs/Sub Debt/PDIs, Commercial Paper, External Commercial Borrowings, Financial institutions, Repo Borrowing etc. within the borrowing limits approved by the shareholders from time to time.”

“**RESOLVED FURTHER THAT** that the Board may delegate the authority to Directors and officials to decide the sub- limits of borrowings within the borrowing limits approved by the shareholders from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any Committee or officer(s) authorized by the Board be and is/are hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements, to do all acts, deeds, matters and things, as may be required.”


#### **ITEM NO. 12**

#### **Approval for increasing the Authorized Share Capital of the Company**

### **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

 **Tel:** +91-22-28266636

 **Email:** loan@hdfccredila.com

### **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment thereto or re- enactment thereof) and the Memorandum of Association and Articles of Association of the Company, the consent of the shareholders of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.200,00,00,000 (Rupees Two Hundred Crores) divided into 20,00,00,000 Equity Shares of Rs 10/-each to Rs.300,00,00,000 (Rupees Three Hundred Crores) divided into 30,00,00,000 Equity Shares of Rs 10/- each by creation of additional 10,00,00,000 Equity Shares of Rs. 10/- each , ranking pari passu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

### **ITEM NO. 13**

#### **Approval for Alteration in the Capital Clause of Memorandum of Association of the Company**

### **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, consent of the shareholders of the Company be and is hereby accorded for substituting the Clause V of the Memorandum of Association of the Company with the following clause-

V. The Authorised Share Capital of the Company is Rs.300,00,00,000 (Rupees Three Hundred Crores) comprising of 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 10/- each.”

**“RESOLVED FURTHER THAT** approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

### **Vote of Thanks**

The Meeting concluded at 7:15 PM with a vote of thanks to the Chair.

## **HDFC CREDILA FINANCIAL SERVICES LIMITED**

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