

Notice is hereby given that the Extra Ordinary General Meeting ('EGM') of SMFG India Home Finance Company Limited (Formerly Fullerton India Home Finance Co. Ltd.) (the 'Company') will be held on Thursday, 20 March, 2025 at 3:40 P.M. IST, at Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai - 400051 to transact the following business:

Special Business:

- 1. To approve the power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding INR 20,000 Crore**

To consider and if thought fit, to pass the following resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT in supersession of all the earlier resolutions passed by the shareholders of the Company on the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof), the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, to borrow, by obtaining loans, overdraft facilities, lines of credit, commercial papers, non-convertible debentures, Subordinated Bonds (Tier II bonds), Perpetual Debt Instruments (PDIs), external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, Insurance Companies, Mutual Funds or other Corporates or other eligible investors/lenders, including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means as deemed fit by it, against the security of term deposits, movables, immovable or such other assets as may be required or as unsecured, at any time or from time to time, any sum or sums of money(ies) which together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of paid-up share capital of the Company, its free reserves and Securities Premium, provided that the total amount so borrowed shall not at any time exceed INR 20,000 crore (Rupees Twenty Thousand Crore only) subject to twelve times of the aggregate of the net owned fund based on audited financial statements of the Company as of March 31st of the immediate previous financial year and any incremental capital issued during the financial year duly certified by the Statutory Auditors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

2. To approve the power to create charge on the assets of the Company to secure borrowings up to INR 20,000 Crore, pursuant to section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution, with or without modification, as a **Special Resolution**:

"RESOLVED THAT in supersession of all the resolution passed by the shareholders of the Company on the matter and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, rules made thereunder (including any statutory modification or re-enactment thereof) and other applicable provisions, if any, consent of the members be and is hereby accorded for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company, on the moveable or immovable properties of the Company, both present and future, in such manner as the Board of Directors or to such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard as may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed/to be availed by way of rupee term loans/INR denominated offshore bonds/foreign currency loans, debentures, bonds and other instruments, provided that the total amount of such loans/borrowings together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium or pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not at any time exceed INR 20,000 Crore (Rupees Twenty Thousand Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, subject to twelve times of the aggregate of the net owned fund based on audited financial statements of the Company as of March 31st of the immediate previous financial year and any incremental capital issued during the financial year duly certified by the Statutory Auditors of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regard, be and are hereby authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid."

By order of the Board of Directors
For SMFG India Home Finance Company Limited
(Formerly Fullerton India Home Finance Co. Ltd.)

Parthasarathy Iyengar
Company Secretary
Membership No. A21472
Date: 25 February, 2025
Place: Mumbai

NOTES:

- a. **A Member entitled to physically attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy form attached along with the notice can be deposited before the Meeting. The form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- b. The Board of Directors at its meeting held on 13 February, 2025 approved the draft Notice of EGM.
- c. The Statement pursuant to the provisions of Section 102 of the Act, the Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the special businesses as set out in Item No. 1 and 2 is annexed herewith.
- d. In accordance with the MCA Circulars, the Notice of the EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company/their respective depository participant ('DP'). Accordingly, no physical copy of the said Notice will be sent to the Members who have not registered their e-mail addresses with the Company / DP. Members may note that notice is also available on the website of the Company at <https://www.grihashakti.com>.
- e. For any queries in relation to attending the EGM, you may reach out to Mr. Parthasarathy Iyengar, Company Secretary at 022 41635800 at secretarial@grihashakti.com.
- f. The relevant documents referred to in this Notice will be available in electronic form for inspection by the Members upto the date of EGM at the Registered Office and Corporate Office of the Company and also at the meeting. The members seeking such inspection may write to the Company Secretary at secretarial@grihashakti.com and the same shall be replied by the Company suitably.
- g. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the EGM to the designated E-mail Address.
- h. Notice of this EGM will also be available on the website of the Company at <https://www.grihashakti.com>.
- i. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the Members on 14 March, 2025 ('Cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company, will be entitled to cast their votes.
- j. Voting at the EGM will be done by way of show of hands. In case a poll is demanded, Members can cast their vote on the resolutions only by sending emails through their email address registered with the Company. The said emails should be sent to Mr. Parthasarathy Iyengar, Company Secretary at secretarial@grihashakti.com. Members casting their vote through email should do so only during the EGM and only up to 30 minutes after conclusion of the EGM. Additionally, please note that the vote cast through email shall be considered invalid if:

- i it is not possible to determine without any doubt the assent or dissent of the member in respect of each resolution, as set out in the Notice; and/or
 - ii a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
 - iii the member has made any amendment to the resolution set out herein or imposed any condition while exercising his/her vote.
- k. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purpose.
- l. In case of joint holders, the Member whose name appears higher in the order of names as per the Register of Members of the Company, will be entitled to vote at the EGM.
- m. The route map is attached along with the Notice.
- n. Members seeking any information with regard to any matter to be placed at EGM are requested to submit their questions in advance, on or before EGM to the Company Secretary's email address i.e. secretarial@grihashakti.com. The same will be replied by the Company suitably.

Statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Item no. 1:

The current borrowing limit for the Company of INR 15,000 crore was approved by the members at their Annual General Meeting held on 19 June, 2024 pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.

In order to support growth and continue business momentum it is proposed to increase the current borrowing limits from INR 15,000 crore to INR 20,000 crore. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly, concerned or interested in the said Resolution.

The Board recommends the above Special Resolution for your approval.

Item no. 2:

As explained above, consequent to increase in the borrowing limits of the Company, it would be necessary to revise the approval for creation of charge/mortgage on properties of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on 13 February, 2025, accorded consent to create security to secure borrowings up to INR 20,000 Crore. Creation of security on the assets of the Company may mean or include whole or substantially the whole of undertaking of the Company thus requiring consent of shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, directly or indirectly, concerned or interested in the said Resolution.

The Board recommends the above Special Resolution for your approval.

By order of the Board of Directors

For SMFG India Home Finance Company Limited
(Formerly Fullerton India Home Finance Co. Ltd.)

Parthasarathy Iyengar
Company Secretary
Membership No. A21472

Date: 25 February, 2025
Place: Mumbai

Form No. MGT – 11

Proxy Form

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

CIN: U65922TN2010PLC076972

Name of the Company: SMFG India Home Finance Company Limited *(Formerly Fullerton India Home Finance Co. Ltd.)*

Corporate Office Address: Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai - 400051

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ DP ID / Client Id:

I/We, being the member (s) of shares of SMFG India Home Finance Company Limited *(Formerly Fullerton India Home Finance Co. Ltd.)*, hereby appoint:

1.	Name:	
	Address:	
	Email id:	
	Signature:	_____, or failing him/her

2.	Name:	
	Address:	
	Email id:	
	Signature:	_____, or failing him/her

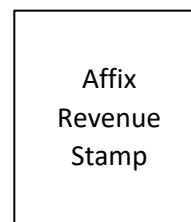
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary general meeting of the Company, to be held on the 20th day of March at 3: 40 p.m. at Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai - 400051 any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Special Business				
1.	To approve the power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding INR 20,000 Crore			
2.	To approve the power to create charge on the assets of the Company to secure borrowings up to INR 20,000 Crore, pursuant to section 180(1)(a) of the Companies Act, 2013			

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

