NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Fullerton India Home Finance Company Limited (the "**Company**") will be held on Thursday, 13 April, 2023 at 12:00 noon at a shorter notice through two-way video conferencing facility to transact the following business:

SPECIAL BUSINESS:

1. **Approval for change of name of Fullerton India Home Finance Company Limited (the "Company") and consequential amendment to Memorandum of Association and Articles of Association of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 read with the rules made there under including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and binding on the Company, the Memorandum of Association and Articles of Association of the Company and all other applicable law(s) and subject to requisite approval(s) as may be required, from appropriate authorities, viz., Ministry of Corporate Affairs ('MCA'), the Reserve Bank of India ('RBI'), National Housing Bank ('NHB') etc., consent of the members be and is hereby accorded for change of name of the Company from 'Fullerton India Home Finance Company Limited' to 'SMFG India Home Finance Company Limited'.

RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of a fresh certificate of incorporation by the Registrar of Companies reflecting the new name of the Company and accordingly the name 'Fullerton India Home Finance Company Limited' wherever it occurs in the Memorandum of Association, Articles of Association of the Company, and other documents, etc. be substituted by the name 'SMFG India Home Finance Company Limited'.

RESOLVED FURTHER THAT subsequent to the change of name, any reference to the former name or the word 'Fullerton', in compliance with applicable regulatory requirements binding on the Company, will be subject to the terms and conditions set out in the FFH Consent Letter to be entered into between Fullerton Financial Holdings Pte. Ltd., Sumitomo Mitsui Financial Group, the Company and Fullerton India Credit Company Limited.

RESOLVED FURTHER THAT the Managing Director & CEO, or any other Director of the Company, or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters, as may deemed necessary, expedient or desirable for the effective and timely implementation of the above resolution, including the preparation and implementation of an appropriate communication and rebranding plan, holding discussions and taking approvals from the shareholders (and their respective agents, employees, nominees and/or representatives, as applicable) of the Company, filing of necessary applications, forms, returns, documents with the Central Government, the MCA, Registrar of Companies, the RBI and all other regulatory or statutory authorities, as may be required."

Fullerton Grihashakti
Iraada hai toh Raasta hai

By Order of the Board
For Fullerton India Home Finance Company Limited

Jitendra Maheshwari
Company Secretary
Membership No. A19621

Date: 13 April, 2023
Place: Mumbai

Fullerton India Home Finance Company Limited
Corporate Office: Inspire BKC, Unit No 503 & 504, 5th Floor, Main Road, G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai - 400051. | Toll Free No: 1800 102 1003
Email: grihashakti@fullertonindia.com | Website: www.grihashakti.com
CIN number: U65922TN2010PLC076972 | IRDAI COR NO : CA0492

Registered Office: Megh Towers, 3rd Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai - 600 095, Tamil Nadu

NOTES:

1. Considering the present Covid-19 pandemic and in view of the continuing restrictions on the movement of persons at several places in the country, the Ministry of Corporate Affairs ("**MCA**") has vide its circular dated 5th May, 2020 read together with circulars dated 8th April, 2020 and December 28, 2022 (collectively referred to as "**MCA Circulars**") permitted convening the Extra-Ordinary General Meeting ("**EGM**" / "**Meeting**") through Video Conferencing ("**VC**"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (the "**Act**"), the EGM of the Company is being held through VC. The deemed venue for the EGM shall be the registered office of the Company.

2. Shorter notice consent pursuant to section 101(1) of the Act for holding the meeting at short notice is enclosed.

3. The Explanatory Statement pursuant to the provisions of Section 102 of the Act stating material facts and reasons for the proposed resolutions is annexed hereto.

4. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Since, this EGM is being held through VC pursuant to the MCA Circulars, physical attendance of members has been dispensed with and accordingly the attendance slip is not annexed hereto.

6. In compliance with the aforesaid MCA Circulars, notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company. Members may note that the notice will also be available on the Company's website viz. https://www.grihashakti.com/.

7. The Company has made arrangements to allow members to participate through VC. Members are requested to log in to the link Click here to join the meeting in order to attend the meeting.

8. For any queries in relation to attending the EGM through VC or need any assistance with using the technology to attend the EGM, you may reach out to Mr. Jitendra Maheshwari, Company Secretary at 022 41635800 and at secretarial@fullertonindia.com.

9. Since, the EGM will be held through VC, the route map of the venue of the Meeting is not annexed hereto.

10. The relevant documents referred to in the notice will be available in electronic form for inspection by the members during the EGM.

11. Corporate members are also required to send legible scanned certified true copy (in PDF Format) of the board resolution authorizing their representative to attend and vote at the EGM to the Designated E-mail Address.

12. Facility of joining the EGM through VC shall be kept open 30 minutes before the time scheduled for the EGM and will be available for members on first come first serve basis.

13. Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the members on 7 April, 2023 ("**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.

14. Voting at the meeting 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 addresses which are registered with the Company. The said emails can only be sent to Mr. Jitendra Maheshwari, Company Secretary at secretarial@fullertonindia.com. Members casting their vote through email should do so only during the meeting and not at any time before the commencement of the meeting. If any email is received after the closure of the meeting, it will be considered that no reply from the member has been received. 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; 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Items No. 1:

The sequence of name change approvals and related activities were shared with the shareholders on or around 17 March 2023.

Pursuant to completion of transfer of equity shares aggregating to 74.9% of paid-up share capital of Fullerton India Credit Company Limited (‘**FICCL**’), holding company of the Company, by Angelica Investment Pte. Ltd. (‘**Angelica**’) and Fullerton Financial Holdings Pte. Ltd. ('**FFH**') to Sumitomo Mitsui Financial Group (‘**SMFG**’) on November 30, 2021, it is proposed to rename the Company to indicate the association with SMFG. This is subject to requisite approval from regulatory authorities. Change of name of the Company will result in consequential amendment in the Memorandum of Association and Articles of Association of the Company.

Pursuant to the approval of the board vide resolution dated February 2, 2023, the Company made application to the Reserve Bank of India (‘**RBI**’) for approval for the change of the name of the Company.

In this regard, the Company has received a no-objection letter from the RBI dated 27th February, 2023 for change in name of the Company to SMFG India Home Finance Company Limited.

The Company shall obtain a name availability letter from the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, indicating that the name ‘SMFG India Home Finance Company Limited’ has been reserved and made available to the Company for changing its existing name.

The Board of Directors of the Company on 13th April, 2023 approved the proposal for change in name of the Company from ‘Fullerton India Home Finance Company Limited’ to ‘SMFG India Home Finance Company Limited’, pursuant to the receipt of requisite no-objection/ approval(s) from RBI, subject to the approval of the members of the Company.

Additionally, the Company and its holding company, FICCL have agreed to the terms and conditions in relation to the use of the former name or word ‘Fullerton’ subsequent to the name change in accordance with the terms and conditions as set out in the FFH Consent Letter to be executed by FFH, SMFG, the Company and its holding company, FICCL (‘**Parties**’) and approved by the Board of the Company. The Parties shall also execute Fullerton Brand Period (‘**FBP**’) Acknowledgement Letter. The same shall be appropriately incorporated in the Memorandum and Articles of Association of the Company, subject to shareholders’ approval.

The proposed change in name of the Company shall be subject to the no-objection, approval, consent and permission, if any, from appropriate statutory/ regulatory authorities, and the new name shall become effective from the date of issue of a fresh certificate of incorporation by the Registrar of Companies reflecting such new name of the Company.

As required under the provisions of Sections 4, 13 and 14 of the Companies Act, 2013 and the rules made thereunder, the change in name of the Company and the consequential alteration of Memorandum of Association and Articles of Association of the Company requires approval of the members by way of a special resolution.

Copies of the draft amended Memorandum of Association and Articles of Association of the Company reflecting the aforesaid changes is available for inspection by the members, at the Registered Office of the Company, between 10 a.m. to 5 p.m. till the date of the extraordinary general meeting.

The Board recommends the passing of the special resolution as set out in item no.1 for change of name of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

None of the directors or key managerial personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out in item no. 1 of the Notice.

By Order of the Board
For Fullerton India Home Finance Company Limited

Jitendra Maheshwari

Jitendra Maheshwari
Company Secretary
Membership No: A19621

Fullerton India Home Finance Company Limited

Date: 13 April, 2023
Place: Mumbai

Fullerton Grihashakti
Iraada hai toh Raasta hai

Annexure - **Format of Consent Letter**

SHORTER NOTICE CONSENT
[pursuant to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors,
Fullerton India Home Finance Company Limited
Megh Towers, Third Floor, Old No-307, New No-165,
Poonamallee High Road, Maduravoyal,
Chennai - 600095, Tamil Nadu.

Subject: Consent to hold Extra-Ordinary General Meeting at shorter notice

I/We, ____________________, holding ______________equity share(s) of INR 10 each in Fullerton India Home Finance Company Limited ("Company"), in my/our name, hereby give consent pursuant to Section 101(1) of the Companies act, 2013 to hold the Extra-Ordinary General Meeting of the Company on Thursday, 13 April, 2023 at shorter notice.

For ______________________________

______________________________(Signature)
Name:
Designation:
Date: