

NOTICE

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 Wednesday, 20 September, 2023 at 04:00 P.M. IST at a shorter notice through two-way Video Conferencing facility, to transact the following business:

Special Business:

1. To approve alteration of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 read with the rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force and binding on the Company) ('Act'), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, any other law, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and all other applicable law(s), consent of the Members be and is hereby accorded to alter the existing Articles of Association of the Company, by substituting the existing Article 117 as follows:

"117. The Company may give effect to its obligations, in case of any established contractual default (in relation to payment/security creation, as applicable) without prejudice to its rights at law or otherwise, including its right to raise any claim, issue, challenge and/or contentions to contest such defaults (including the right to cure such default). The Company may give debenture trustee(s) the right to appoint nominee director(s) as stipulated in regulation 15(1)(e) of Securities and Exchange Board of India (SEBI) (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended by SEBI from time to time). Appointment of Director shall be made within such timelines stipulated under Applicable Law as amended from time to time. Such appointment, as stated above shall in no ways affect the rights of the shareholders, SMFG and Angelica as enshrined in Part B of these Articles of Association. The number of Board members shall stand increased to appoint such nominee director (as specified herein), without prejudice to the rights and obligations between the Company, its Shareholders, SMFG and Angelica. For the avoidance of doubt, there shall be no compromise or, detriment or prejudice caused to, the Company's shareholders, SMFG and Angelica and any of their respective rights (existing, present and/or future) by virtue of this Article 117. A nominee Director may at any time be removed from the office by the appointing authority who may from the time of such removal or in case of death or resignation of person, appoint any other or others in his place. Any such appointment or removal shall be in writing, signed by the appointer and served on the Company. Such Director need not hold any qualification shares.

The Company may pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and

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Corporate Office: 503 & 504, 5th Floor, G-Block, Inspire BKC, BKC Main Road, Bandra Kurla Complex, Bandra (E), Mumbai - 400051.

Registered Office: Megh Towers, 3rd Floor, Old No. 307, New No. 165, Poonamallee High Road, Maduravoyal, Chennai - 600095.

 Toll Free No.: 1800 102 1003  grihashakti@grihashakti.com  www.grihashakti.com **CIN:** U65922TN2010PLC076972



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remuneration in relation to such Nominee Director/s shall accrue to the lending entity and the same shall accordingly be paid by the Company directly to the lending entity. Any expenses that may be incurred by the lending entity or such Nominee Director/s in connection with their appointment or directorships shall also be paid or reimbursed by the Company to the lending entity or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an Officer of the lending entity, the sitting fees in relation to such Nominee Director/s shall also accrue to the lending entity and the same shall accordingly be paid by the Company directly to the lending entity. The Nominee Director or Directors so appointed shall not be liable to retire by rotation of Directors in accordance with the provisions of these Articles."

RESOLVED FURTHER THAT the Board is authorised to do all such acts, deeds and things as may be deemed necessary including filing of relevant forms, returns and intimations with the Registrar of Companies, the RBI and/or the IRDA, if required, and all other regulatory or statutory authorities as may be necessary in order to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to the Managing Director & CEO, Chief Financial Officer and Company Secretary of the Company, severally and not jointly, to give effect to the aforesaid resolution."

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

Jitendra Maheshwari
Company Secretary
Membership No. A19621



Date: 20 September, 2023
Place: Mumbai

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NOTES:

- a. Pursuant to General Circular Nos. 14/2020, 17/2020 and 11/2022 dated 8 April 2020, 13 April 2020 and 28 December, 2022, respectively, issued by the Ministry of Corporate Affairs ('MCA Circulars') and in terms of the provisions of the Companies Act, 2013 (the 'Act') this Extra-Ordinary General Meeting (the 'EGM') of the Company is being conducted through two-way Video Conference Facility ('VC'), without the physical presence of Members at a common venue.
- b. Consent pursuant to Section 101(1) of the Act for holding the meeting at shorter notice is enclosed.
- 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 business as set out in Item No. 1 of this Notice, is annexed herewith.
- d. In compliance with the circulars issued by the Ministry of Corporate Affairs ('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>
- e. For any queries in relation to attending the EGM, you may reach out to Mr. Jitendra Maheshwari, Company Secretary at 022 41635800 and at secretarial@grihashakti.com.
- f. The relevant documents referred to in this Notice will be available for inspection by the Members in electronic form from the date of circulation of this Notice upto date of EGM at the Registered Office and the Corporate Office of the Company and during the course of EGM. 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. A Member entitled to physically attend and vote at the EGM and is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. Since, the EGM is being held through VC, in terms of the MCA circulars, physical attendance of Members has been dispensed with. As per the directions of the MCA, the option of appointing proxies shall not be available to the Members of the Company for the EGM. Accordingly, Proxy Form and Attendance Slip including Route Map, are not annexed to this Notice.
- h. 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.
- i. The link to attend the EGM will be shared separately via email before the EGM. Notice of this EGM will also be available on the website of the Company at <https://www.grihashakti.com>.
- j. Participation of the Members through VC will be reckoned for the purpose of quorum for the EGM, as per Section 103 of the Act.

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- k. Facility of joining the EGM through VC shall be kept open 15 minutes before the time scheduled for the EGM and any Member may join the meeting within 15 minutes from the commencement of the meeting.
- l. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the members on 8 September, 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.
- m. 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. Jitendra Maheshwari, Company Secretary at secretarial@grihashakti.com. 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.
- n. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purpose.
- o. 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.
- p. 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 Standards on General Meetings issued by the Institute of Company Secretaries of India:

Item no. 1

The Company has its Long Term Secured and Unsecured Debentures listed on the WDM segment of National Stock Exchange of India Limited. Therefore, the Company comes under the purview of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.

The Securities and Exchange Board of India ('SEBI') vide notification dated 2 February, 2023 had notified the SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 ('Amendment Regulation'). Pursuant to the Amendment Regulation, a Company is required to amend its Articles of Association ('AOA') on or before 30 September, 2023, to include a clause authorizing its Board of Directors to appoint a person nominated by the Debenture Trustee(s) in terms of regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993 as a Director on its Board.

Thus, in order to comply with the aforesaid requirement, the Board of Directors, subject to the approval of shareholders, considered and approved alteration of AOA through circulation on 20 September, 2023, as mentioned in the resolution at Item No. 1.

The Members of the Company are requested to approve the aforesaid alteration in AOA of the Company.

Copy of the draft altered AOA of the Company reflecting the aforesaid changes are available for inspection during the EGM.

The Board recommends the passing of the Special Resolution as set out in Item No.1 alteration of the AOA 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 of Directors

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



Jitendra Maheshwari
Company Secretary
Membership No. A19621



Date: 20 September, 2023

Place: Mumbai

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