SMFG
Grihashakti
Nayi Asha. Naya Vishwas.

Notice is hereby given that the 14th Annual General Meeting ('AGM') of SMFG India Home Finance Company Limited *(Formerly Fullerton India Home Finance Co. Ltd.)* (the 'Company') will be held at a shorter notice on Wednesday, 19 June, 2024 at 10:30 A.M. IST through Two Way Video Conferencing Facility ('VC'), to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2024, together with the Report of the Directors' and the Auditors' thereon.

2. To appoint a director in place of Mr. Shantanu Mitra (DIN: 03019468), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint M/s. B. K. Khare & Co. (Firm Registration No. 105102W) as the Statutory Auditor of the Company by passing the following resolution, with or without modifications, as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Reserve Bank of India ('RBI') Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s), thereof, for the time being in force) and the Articles of Association of the Company and pursuant to the recommendation of the Audit Committee and the Board of Directors ("Board") of the Company, consent of the Members of the Company be and is hereby accorded for the appointment of M/s. B.K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as the Statutory auditors of the Company to hold office for a period of three (3) years from the conclusion of this 14th Annual General Meeting until the conclusion of 17th Annual General Meeting to be held in 2027 at such fees, remuneration and expenses thereafter for any other assignments not covered in the scope of audit, to be charged separately and independently, as may be recommended by the Audit Committee and as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the RBI and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors without being required to seek any further consent or approval of the Members of the Company.

   RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary and file the necessary forms and furnish any other information with the Registrar of Companies, RBI and/or any other regulator/s, body or authority, as may be necessary, and furnish certified copy of this resolution to the concerned authorities and agencies as and when required and do all such acts, deeds, things and matters which may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Special Business:

4. To approve the power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding INR 15,000 Crores

   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 15,000 crores (Rupees Fifteen Thousand Crores 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 regards, 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."

5. To approve the power to create charge on the assets of the Company to secure borrowings up to INR 15,000 Crores, 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 regards 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 15,000 (Rupees Fifteen Thousand Crores 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 regards, 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.)

Jitendra Maheshwari

SMFG India Home Finance Co. Ltd. (Formerly Fullerton India Home Finance Co. Ltd.) ★

Jitendra Maheshwari
Company Secretary
Membership No. A19621
Date: 9 May, 2024
Place: Mumbai

NOTES:

a. Pursuant to General Circular Nos. 20/2020 dated May 5, 2020, and 09/2023 dated September 25, 2023 respectively, and other circulars issued in this respect by the Ministry of Corporate Affairs ('MCA Circulars') and in terms of the provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (the 'Act') this Annual General Meeting (the 'AGM') of the Company is being conducted through two-way Video Conference Facility ('VC'), without the physical presence of Members at a common venue. The deemed venue for the 14^{th} AGM shall be the Registered Office of the Company.

b. The Board of Directors at its meeting held on 9 May, 2024 approved the draft Notice of AGM. Further, pursuant to the power delegated by the Board of Directors in the said meeting, the AGM is decided to be held at a shorter notice on 19 June, 2024. Accordingly, 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 (the 'LODR, 2015'), in respect of the ordinary businesses as set out in Item No. 2 and 3 and special businesses as set out in Item No. 4 and 5 is annexed herewith.

d. In accordance with the MCA Circulars, the Notice of the AGM along with the Annual Report of the Company for the financial year 2023-24 are 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 and the Annual Report of the Company for the financial year 2023-24 will be sent to the Members who have not registered their e-mail addresses with the Company / DP. The Members will be entitled to a physical copy of the Annual Report of the Company for the financial year 2023-24, free of cost, upon sending a request to the Company. Members may note that Annual Report is also available on the website of the Company at https://www.grihashakti.com and on the website of the National Stock Exchange of India Limited (www.nseindia.com).

e. A Member entitled to physically attend and vote at the AGM 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 AGM is being held through VC, in terms of the MCA Circulars, the requirement of physical attendance of Members has been dispensed with. The option of appointing proxies shall not be available to the Members of the Company for the AGM. Accordingly, Proxy Form and Attendance Slip including Route Map, are not annexed to this Notice.

f. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act will be available in electronic form for inspection by the Members during the course of the AGM and the other relevant documents referred to in this Notice will be available in electronic form for inspection by the Members at the Registered Office and the Corporate Office of the Company, between 10:00 a.m. to 5:00 p.m. till the date of the AGM.

g. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM to the designated E-mail Address.

h. The link to attend the AGM will be shared separately via email before the AGM. Notice of this AGM will also be available on the website of the Company at https://www.grihashakti.com

i. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM, as per Section 103 of the Act.

j. Facility of joining the AGM through VC shall be kept open 30 minutes before the time scheduled for the AGM.

k. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the Members on 14 June, 2024 ('**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.

l. Voting at the AGM 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. Members casting their vote through email should do so only during the AGM and only up to 30 minutes after conclusion of the AGM. 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.

m. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purpose.

n. 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 AGM.

o. Members seeking any information with regard to the accounts or any matter to be placed at AGM are requested to submit their questions in advance, on or before AGM to the Company Secretary's email address i.e. secretarial@grihashakti.com. The same will be replied by the Company suitably.

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

Item no. 2

Pursuant to Section 152 of the Companies Act, 2013 and as per the terms of appointment of Mr. Shantanu Mitra, Chairman, Non-Executive Director (DIN: 03019468), he is liable to retire by rotation at this Annual General Meeting of the Company. He being eligible has offered himself for re-appointment. The Nomination and Remuneration Committee and the Board in their meetings held on 9 May, 2024 completed his evaluation under the Company's Policy on 'Fit & Proper' Criteria for Directors and recommended his re-appointment to the shareholders. He does not receive any remuneration from the Company. Details of his attendance at various Board held during the last financial year are included in the Corporate Governance Report Section of the Annual Report.

Other relevant details of Mr. Shantanu Mitra as prescribed under the Companies Act, 2013 and SS-2, are as under:

Name of the Director	Mr. Shantanu Mitra (DIN: 03019468)
Age	69 years
Date of first appointment on the Board	22 December, 2021
Brief resume including qualification and experience	Mr. Shantanu Mitra is the Chief Executive Officer & Managing Director of SMFG India Credit Company Limited *(Formerly Fullerton India Credit Co. Ltd.)*. He is also the Chairman, Non-Executive Director of SMFG India Home Finance Co. Ltd. *(Formerly Fullerton India Home Finance Co. Ltd.)*. Mr. Mitra has over 40 years of experience in financial services, with over 20 years at Standard Chartered Bank and Citibank where he had stints in India, Singapore and Thailand. His last role in Standard Chartered Bank was Senior Regional Risk Officer, India, Middle East & Africa, based in Mumbai. His previous experience with SMFG India Credit included a stint from 2010 to 2017, initially as Head of Consumer Risk for the parent company Fullerton Financial Holdings, Singapore and subsequently a very successful tenure as CEO & MD with SMFG India Credit. He has extensive experience in Risk Management, spanning many geographies in Emerging Markets including Asia, Africa and the Middle East. Mr. Mitra holds a BSc in Statistics from the University of Calcutta, India and is a Member at Institute of Chartered Accountants, England & Wales. Since his previous retirement from SMFG India Credit, Mr. Mitra has served in various Board and Advisory capacities including, Non-Executive Director at DBS Bank, India; and Operating Partner with Global PE firm, Advent International including as Advisor in their portfolio companies.

Other Directorships	SMFG India Credit Company Limited *(Formerly Fullerton India Credit Co. Ltd.)*
Chairmanship/Membership of Committees in other Companies in which position of Director is held	SMFG India Credit Company Limited *(Formerly Fullerton India Credit Co. Ltd.)* • Risk Oversight Committee - Member • IT Strategy Committee - Member • Corporate Social Responsibility Committee - Member • Review Committee for Non-Cooperative Borrowers – Chairman
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
Shareholding in the Company	1 Share as Nominee Shareholder of SMFG India Credit Company Limited *(Formerly Fullerton India Credit Co. Ltd.)*
No. of board meetings attended during the financial year (2023-24)	Attended all 10 Board meetings held in the FY 2023-24
Terms and conditions of appointment including remuneration sought to be paid	Mr. Shantanu Mitra being a Non-Executive, Non-Independent Director is liable to retire by rotation. No remuneration is sought to be paid to Mr. Shantanu Mitra.
Details of last drawn remuneration	Nil

No Director or Key Managerial Personnel of the Company, other than Mr. Shantanu Mitra, being the appointee, or his respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolution at Item No. 2 of the accompanying Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item no. 3

The Guidelines issued by Reserve Bank of India for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27 April, 2021 ("RBI Guidelines") for the appointment of statutory auditors require rotation of audit firm after a period of 3 years.

The Company had appointed M/s. M. P. Chitale & Co., Chartered Accountants (ICAI Firm Registration No. 101851W) as its Statutory Auditors to hold office as such for a period of three years, from the conclusion of 11th Annual General Meeting ('AGM') held in 2021 until the conclusion of the 14th AGM of the Company to be held in 2024. The tenure of the existing auditors is expiring on the conclusion of this AGM.

In accordance with the Companies Act, 2013, RBI Guidelines and on the recommendation of the Audit Committee, the Board of Directors considered and approved the appointment of M/s B.K. Khare & Co., Chartered Accountant (Firm Registration No. 105102W), in the Board Meeting held on 8 November, 2023, as Statutory Auditors of the Company for a period of three (3) years. The period of three years will be effective from the conclusion of this 14th AGM until the conclusion of 17th AGM to be held in 2027.

M/s B.K. Khare & Co., Chartered Accountant have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act, RBI Guidelines and they are not disqualified to be appointed as statutory auditor in terms of proviso to Section 139(1) and Sections 141(2) and 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Statutory Auditor has also provided the certificate as per RBI Guidelines to the effect that they comply with all the eligibility norms prescribed by RBI.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of the Resolution at Item No. 3 of the accompanying Notice.

The Board recommends the Resolution at Item No. 3 of the accompanying Notice for approval of the Members of the Company by way of an Ordinary Resolution.

Item no. 4:

The current borrowing limit for the Company of INR 12,000 crores was approved by the members at their Extra Ordinary General Meeting held on 2 February, 2023, 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 12,000 crores to INR 15,000 crores. 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 financially or otherwise in the said Resolution.

The Board recommends the above Special Resolution for your approval.

Items no. 5:

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 9 May, 2024, accorded consent to create security to secure borrowings up to INR 15,000 Crores. 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 financially or otherwise 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.)

Jitendra Maheshwari

Jitendra Maheshwari
Company Secretary
Membership No. A19621
Date: 9 May, 2024
Place: Mumbai

SMFG India Home Finance Co. Ltd. (Formerly Fullerton India Home Finance Co. Ltd.)