

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of SMFG India Home Finance Company Limited (the 'Company') will be held at a shorter notice on Monday, 11 May, 2026 at 4:15 P.M. IST at Inspire BKC, 5th Floor, Main Road, G block, BKC, Bandra (East), Mumbai – 400 051 through two-way Video Conferencing Facility ('VC'), 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 16,900 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 and pursuant to the approval of the Board of Directors, 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 16,900 crores (Rupees Sixteen thousand nine hundred Crores only) which is not exceeding 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.”

SMFG India Home Finance Co. Ltd.

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

Registered Office: Commerzone IT Park, Tower B, 1st Floor, No. 111, Mount Poonamallee Road, Porur, Chennai - 600116.

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

2. To approve the power to create charge on the assets of the Company to secure borrowings up to INR 16,900 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 and pursuant to the approval of the Board of Directors, 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 16,900 crores (Rupees Sixteen thousand nine hundred 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 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."

3. To approve revision in remuneration limits of Mr. Deepak Patkar (DIN: 09731775), Managing Director & CEO of the Company and ratify excess remuneration paid for FY25 and FY26

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

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“RESOLVED THAT in partial modification of the resolution passed at the General Meeting held on 2 February 2023 and pursuant to Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said Act, and pursuant to the provisions of Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee (‘NRC’) and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in remuneration of Mr. Deepak Patkar (DIN: 09731775), Managing Director & CEO), with effect from April 1, 2026, for his remaining tenure, at a remuneration as provided hereunder:

I. Remuneration

Mr. Patkar shall be entitled to such remuneration, as may be decided by the Board/ the Nomination and Remuneration Committee from time to time and which shall not exceed five percent of the net profits calculated in the manner specified under the Companies Act, 2013 and rules specified thereunder.

During the tenure of Mr. Patkar, MD&CEO, if the Company has no profits or its profits are inadequate in any financial year, he shall be entitled to the same remuneration as approved by the Nomination and Remuneration Committee, as minimum remuneration, that may exceed the threshold prescribed under the provisions of the Schedule V to the Act for remaining part of his tenure.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Act and the rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), pursuant to the recommendation of NRC and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for the excess amount paid on account of inadequacy of the profits and ratify the total remuneration of INR 9,54,19,806 and INR 9,42,49,813 paid to Mr. Deepak Patkar (DIN: 09731775), Managing Director & CEO of the Company for the Financial Year 2024-25 and FY 2025-26 respectively.

RESOLVED FURTHER THAT in supersession of earlier resolutions passed in this regard and, pursuant to the provisions of Section 152 of the Act, the office of the Managing Director & CEO shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, Chief Financial Officer and Company Secretary, be and are hereby severally authorized to 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.”

By order of the Board of Directors
For SMFG India Home Finance Company Limited

Archana Nadgouda
Company Secretary
Membership No. A17140

Date: 11 May, 2026

Place: Mumbai

NOTES:

- a. Pursuant to General Circular No. 03/2025 dated 22 September, 2025 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 Extra-Ordinary General Meeting (the 'EGM') of the Company is being conducted through two-way Video Conference Facility ('VC').
- b. The Board of Directors at its meeting held on 11 May, 2026 have approved the 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 business as set out in Item No. 1, 2 & 3 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 the 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 Ms. Archana Nadgouda, 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 up to the date of EGM at the Registered Office and the 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. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM, as per Section 103 of the Act.
- i. Facility of joining the EGM through VC shall be kept open 30 minutes before the time scheduled for the EGM.
- j. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the Members on 1 May, 2026 ('**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.
- k. 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 Ms. Archana Nadgouda, 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:

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- l. 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
 - i a competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/or
 - ii 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 EGM.
- o. 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.

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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. 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 16,900 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 passing of the Special Resolution as set out in Item No. 1 of the Notice, for the approval of the Members.

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 11 May, 2026, accorded consent to create security to secure borrowings up to INR 16,900 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 passing of the Special Resolution as set out in Item No. 2 of the Notice, for the approval of the Members.

Item no. 3:

Mr. Deepak Patkar (DIN: 09731775) was appointed as the Managing Director & Chief Executive Officer (“MD & CEO”) of the Company for a period commencing from 2 February 2023 up to 6 September 2027, pursuant to a Special Resolution passed by the members at the Extraordinary General Meeting held on 2 February 2023. The terms of his remuneration approved by the Members at the said EGM *inter alia* included payment of remuneration in the event of inadequacy or absence of profits, in any financial year or years during the currency of his tenure.

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It is proposed to revise the limits for payment of remuneration in case of inadequacy of profits by obtaining approval through a special resolution, in accordance with the provisions of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee (NRC), with effect from 1 April 2026 for his remaining tenure, as given below:

During the tenure of MD&CEO, if the Company has no profits or its profits are inadequate in any financial year, he shall be entitled to the same remuneration as approved by the Nomination and Remuneration Committee, as minimum remuneration, that may exceed the threshold prescribed under the provisions of the Schedule V to the Act for such period as may be mentioned in the said Schedule V.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of MD & CEO of the Company is required to be approved by the members at a general meeting.

Further, the Company had paid remuneration to the MD & CEO in FY2024-25 and FY2025-26, with due approval of the Nomination and Remuneration Committee ("NRC") and the Board of Directors. However, it was in excess of the limits prescribed under the Companies Act, 2013, and the remuneration limits approved by the shareholders payable in case of inadequacy or absence of profits at the time of appointment of the MD & CEO. The payment in excess of the limits was on account of the vesting and exercise of previously granted Long Term Incentives to the MD & CEO. Therefore, pursuant to Section 197(10) of the Companies Act, 2013, the Company is required to obtain the approval of the members by means of Special Resolution for ratifying the excess remuneration paid to the MD & CEO within a period of two years.

NRC in its meeting dated 11 May, 2026 reviewed and recommended the revision in remuneration to be paid to MD & CEO and ratification of excess remuneration paid, to the Board. Subsequently, pursuant to the recommendation of the NRC and subject to the approval of members, Board of Directors in its meeting dated 11 May, 2026 considered and approved the aforesaid matter.

Following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Act, is given below:

Sr. No.	Particulars	Information
I. General Information		
1.	Nature of Industry	The Company is a Housing Finance Company duly registered under sub-section (5) of section 29A of the National Housing Bank Act, 1987 which offers loans to salaried and self-employed individuals and organizations.
2.	Date of Commencement of Commercial Production	Commercial Operations commenced in the year 2010
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable as the Company is an existing Company.

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4.	Financial performance based on given indicators	INR in lakhs <table border="1" data-bbox="743 349 1334 533"> <thead> <tr> <th data-bbox="743 349 938 421">Particulars</th> <th data-bbox="938 349 1070 421">FY 2024-25</th> <th data-bbox="1070 349 1203 421">FY 2023-24</th> <th data-bbox="1203 349 1334 421">FY 2022-23</th> </tr> </thead> <tbody> <tr> <td data-bbox="743 421 938 456">Total Income</td> <td data-bbox="938 421 1070 456">1,30,711</td> <td data-bbox="1070 421 1203 456">1,00,861</td> <td data-bbox="1203 421 1334 456">68,624</td> </tr> <tr> <td data-bbox="743 456 938 533">Net Profits After Tax</td> <td data-bbox="938 456 1070 533">11,952</td> <td data-bbox="1070 456 1203 533">9,275</td> <td data-bbox="1203 456 1334 533">4,016</td> </tr> </tbody> </table>	Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Total Income	1,30,711	1,00,861	68,624	Net Profits After Tax	11,952	9,275	4,016
Particulars	FY 2024-25	FY 2023-24	FY 2022-23											
Total Income	1,30,711	1,00,861	68,624											
Net Profits After Tax	11,952	9,275	4,016											
5.	Foreign investments or collaborators, if any	Capital Infusion by SMFG India Credit Company Limited ('Parent company') from time to time, treated as downstream investments except investment done from the internal accruals of the parent company, since the parent company is a foreign owned and controlled entity.												
II. Information about the appointee														
1.	Background details	Mr. Deepak Patkar is presently the Managing Director & Chief Executive Officer of the Company. He has over 25 years of experience in various leadership roles spanning Risk management, Audit, Quality Assurance, Sales and Distribution and Collections. In his previous stint at Fullerton India as Chief Risk Officer, Mr. Patkar had established a strong balanced culture of business enablement with prudent risk measures, strongly backed by analytics, high governance and control standards. Prior to joining Fullerton India, Mr. Patkar has served on leadership roles across companies such as Magma Fincorp Ltd, Citibank, HCL Infosystems and Cable Corporation of India. He is an electrical engineer with a Masters in Management from Jamnalal Bajaj Institute, Mumbai.												
2.	Past remuneration (last 3 financial years)	INR in lakhs <table border="1" data-bbox="743 1357 1390 1469"> <thead> <tr> <th data-bbox="743 1357 895 1429">Particulars</th> <th data-bbox="895 1357 1062 1429">FY 2024-25</th> <th data-bbox="1062 1357 1230 1429">FY 2023-24</th> <th data-bbox="1230 1357 1390 1429">FY 2022-23</th> </tr> </thead> <tbody> <tr> <td data-bbox="743 1429 895 1469">Total</td> <td data-bbox="895 1429 1062 1469">9,54,19,806</td> <td data-bbox="1062 1429 1230 1469">3,76,70,735</td> <td data-bbox="1230 1429 1390 1469">2,713,671</td> </tr> </tbody> </table>	Particulars	FY 2024-25	FY 2023-24	FY 2022-23	Total	9,54,19,806	3,76,70,735	2,713,671				
Particulars	FY 2024-25	FY 2023-24	FY 2022-23											
Total	9,54,19,806	3,76,70,735	2,713,671											
3.	Recognition or awards	Refer detailed profile on the website and can be accessed at https://www.grihashakti.com/about-us/board-of-directors.aspx . The same should be read as part of this explanatory statement.												
4.	Job profile and his suitability	Mr. Deepak Patkar has over 25 years of experience in various leadership roles spanning Risk management, Audit, Quality Assurance, Sales and Distribution and Collections. In his previous stint at Fullerton India as Chief Risk Officer, Mr. Patkar had established a strong balanced culture of business enablement with prudent risk measures, strongly backed by analytics, high governance and control standards. Prior to joining Fullerton India, Mr. Patkar has served on leadership roles across companies such as Magma Fincorp Ltd, Citibank, HCL Infosystems and Cable Corporation of												

		India. He is an electrical engineer with a Masters in Management from Jamnalal Bajaj Institute, Mumbai.
5.	Remuneration proposed	As mentioned above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be paid to Mr. Patkar is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Patkar before recommending the remuneration as proposed hereinabove.
7.	Pecuniary Relationship directly or indirectly with the Company and or relationship with the managerial personnel or other director, if any.	Besides the remuneration proposed, Mr. Patkar does not have any pecuniary relationship with other KMPs, Directors and the Company.
III. Other Information		
1.	Reasons for loss or inadequate profits	The Company have changed its business strategy effective FY23 and results of strategy are expected to increase profitability and return on assets consistently and gradually over next few years. Current year performance is indicative of strategy change and company's projection are direction towards its long-term business strategy. Therefore, in early phase of business growth, profits may be inadequate for the purpose of managerial remuneration in terms of Section 197 of the Act.
2.	Steps taken or proposed to be taken for improvement	The Company has been making necessary efforts to improve its profitability by taking adequate measures to maintain its cost, focusing collection and tightening policy with risk-based pricing.
3.	Expected increase in productivity and profits in measurable term	The Company has been making necessary efforts to improve its profitability and productivity by reviewing and monitoring productivity regularly and taking digitisation route to improve efficiency and TAT of loan processing.
IV. Disclosures: The necessary disclosures required under Part IV of Section II of Part II of Schedule V to the Act are disclosed in the Corporate Governance report to the extent applicable.		

None of the Directors except Mr. Deepak Patkar, 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.



Nayi Asha. Naya Vishwas.

The Board recommends the passing of the Special Resolution as set out in Item No. 3 of the Notice, for the approval of the Members.

**By order of the Board of Directors
For SMFG India Home Finance Company Limited**

**Archana Nadgouda
Company Secretary
Membership No. A17140**

Date: 11 May, 2026

Place: Mumbai

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