

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, 6 March, 2024 at 4:30 PM IST at a shorter notice through Two Way Video Conferencing ('VC') facility, to transact the following business:

Special Business:

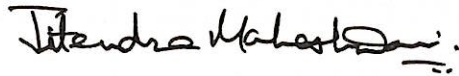
1. Amendment to the Articles of Association of the Company

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, 14 and other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded for the alteration of the Articles of Association ("**AoA**") of the Company, by deleting Part B and Schedules 1 to 3 to the AoA (i.e. the provisions of the Shareholders' Agreement dated July 06, 2021 entered into between SMFG India Credit Company Limited (*Formerly Fullerton India Credit Co. Ltd.*), Angelica Investments Pte. Ltd. and Sumitomo Mitsui Financial Group incorporated into the AoA of the Company).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Registrar of Companies or submission of documents with any other body or authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring to secure any further consent or approval of the members of the Company to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this 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: 6 March, 2024
Place: Mumbai

SMFG India Home Finance Co. Ltd.

(*Formerly Fullerton 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: 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

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. A Member, entitled to attend and vote at the EGM, is entitled to appoint a proxy/ proxies to attend and vote instead of himself/ herself and the 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.
- f. 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
- g. 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 the 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 Mr. Jitendra Maheshwari, Company Secretary at secretarial@grihashakti.com and the same shall be replied by the Company suitably.
- 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.
- 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.

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- l. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the members on 6 March, 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.
- 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

Pursuant to sale of 74.9% of the paid-up capital of SMFG India Credit Company Limited (*Formerly Fullerton India Credit Co. Ltd.*) ("**SMICC**"), parent company of the Company, by Fullerton Financial Holdings Pte. Ltd. ("**FFH**") and Angelica Investments Pte. Ltd. ("**Angelica**") to Sumitomo Mitsui Financial Group ("**SMFG**"), a Shareholders' Agreement ("**SHA**") was executed between SMICC, Angelica and SMFG on July 06, 2021 which provided for the rights and obligations *inter se* Angelica and SMFG in relation to SMICC and its subsidiaries. The Articles of Association ("**AoA**") of the Company were then restated and adopted by the shareholders of the Company duly incorporating the relevant clauses of the SHA as per Clause 2.2(b) of the SHA by passing a special resolution passed at the Extra-Ordinary General Meeting held on November 30, 2021.

In this regard, Angelica has completed the transfer of the remaining shares of SMICC held by it (i.e. 25.1% of the equity share capital of SMICC) to SMFG on 6 March, 2024. Consequently, the SHA executed stands terminated pursuant to Clause 12.1(c) of the SHA (except for certain provisions expressly stated therein which are to continue without limit in time and/or survive termination) with effect from the Second Closing Date i.e., 6 March, 2024 and therefore, in terms of Article 176 of the AoA of the Company, provisions of Part B and Schedule 1 to 3 to the AoA (covering applicable terms of SHA) cease to have effect.

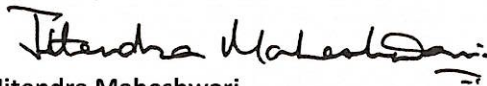
The Board of Directors, subject to the approval of shareholders, considered and approved the alteration of the AoA of the Company on 6 March, 2024. The members of the Company are requested to approve the alteration of the AoA of the Company.

A copy of the amended AoA of the Company deleting the clauses that were inserted pursuant to the adoption of the restated AOA on November 30, 2021 is available for inspection for the members at the registered office / corporate office of the Company till the date of the Extra-Ordinary General Meeting. The aforesaid document will also be available for online inspection at the Extra-Ordinary General Meeting.

The Board recommends the passing of the Special Resolution as set out in Item No. 1 for alteration of the AoA of the Company.

None of the Directors or Key Managerial Persons (KMPs) of the Company including their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution set out above.

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: 6 March, 2024




Place: Mumbai

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