

Nayi Asha. Naya Vishwas.

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 Tuesday, 11 November, 2025 at 6:30 P.M. IST at Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai - 400051, to transact the following business:

Special Business:

- 1. To appoint Mr. Surya Prakash Rao Pendyala (DIN: 02888802) as a Non-Executive, Non-Independent Director of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013 (Act), if any, (including any statutory modifications or re-enactment thereof for the time being in force), the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the Articles of Association of the Company, the Circular dated 2 September, 2022 issued by the Insurance Regulatory Authority of India (IRDA) under Section 48A of the Insurance Act, 1948 and pursuant to the recommendation of the Nomination and Remuneration Committee and in view of the declarations and confirmations provided, and approval of the Board of Directors, **Mr. Surya Prakash Rao Pendyala (DIN: 02888802)**, who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 11 September, 2025 to hold office up to the date of the next General Meeting or up to a period of three months from the date of appointment, whichever is earlier and in respect of whom the Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Non-Executive and Non-Independent Director of the Company on the terms and conditions, including remuneration as set out in the letter of appointment issued by the Company **AND THAT** during the said tenure, Mr. Surya Prakash Rao Pendyala shall be liable to retire by rotation.

RESOLVED FURTHER THAT 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 to file requisite forms or applications with statutory / regulatory authorities, with power to alter and vary the terms and conditions of the said appointment and settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Committee(s) / Director(s) / Officer(s) of the Company, to give 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 November, 2025
Place: Mumbai

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

NOTES:

- a. A Member entitled to physically attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company. The proxy form attached along with the notice can be deposited before the Meeting. The form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b. The Board of Directors at its meeting held on 11 November, 2025 approved the draft Notice of EGM. 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, in respect of the special business as set out in Item No. 1 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 upto 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. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the Members on 11 November, 2025 ('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.
- i. 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:
 - 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

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- 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.
- j. A person who is not a Member of the Company as on the cut-off date should treat this Notice, solely for information purpose.
- k. 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.
- l. The route map is attached along with the Notice.
- m. 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

Pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') of the Company on 12 September, 2025, approved the appointment of Mr. Surya Prakash Rao Pendyala (DIN: 02888802) as an Additional Director (Non-Executive, Non-Independent) w.e.f. 11 September, 2025, to hold office up to the date of the ensuing general meeting of the Company or three months from the date of appointment, whichever is earlier.

The Company has received a notice from a member proposing the candidature of Mr. Surya Prakash Rao Pendyala as a Director of the Company, under Section 160 of the Companies Act, 2013 ('the Act').

Whilst considering the appointment of Mr. Surya Prakash Rao Pendyala as a Non-Executive, Non-Independent Director, the NRC and the Board have reviewed and confirmed that:

- He is a fit and proper person to be appointed as a Director of the Company, as per the fit and proper norms prescribed by the Reserve Bank of India ('RBI') and IRDA (Registration of Corporate Agents) Regulations, 2015;
- He is not disqualified from being appointed as a Director of the Company, in terms of Section 164 of the Act
- In the opinion of the Board, he fulfils the conditions relating to his appointment as prescribed under the relevant provisions of the Act, the relevant Rules made thereunder, the SEBI LODR, 2015, the Guidelines issued by the RBI and IRDA, in this regard, from time to time;
- He is not debarred from holding the office of director by virtue of any order by SEBI or any other authority;
- He has the requisite skills, capabilities and expertise in functional areas, which are beneficial to the Company.

During the said tenure, Mr. Surya Prakash Rao Pendyala shall be liable to retire by rotation, in terms of Section 152(6) of the Act. He will be entitled to sitting fees for attending the meetings of the Board / Committees and profit based commission/remuneration as per the Letter of Appointment.

NRC has evaluated his eligibility, skills, experience, qualifications and confirmed that he is fit and proper to be appointed as a Director of the Company. Further, he fulfills the conditions specified under the Act, SEBI LODR, 2015, relevant RBI and IRDA regulations. Pursuant to the recommendation of the NRC, the Board recommends his appointment for the approval of the Members.

In terms of Regulation 62D of the SEBI LODR, 2015, the Company as a high value debt listed entity is required to obtain the approval of the Shareholders for appointment of a director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, it is now proposed to regularize the appointment of Mr. Surya Prakash Rao Pendyala as a Non-Executive, Non-Independent Director of the Company.

Other relevant details of Mr. Surya Prakash Rao Pendyala as prescribed under the Companies Act, 2013 and Secretarial Standard on General Meetings, are as under:

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Name of the Director	Mr. Surya Prakash Rao Pendyala (DIN: 02888802)
Age	67 years
Date of first appointment on Board	11 September, 2025
Brief resume including qualification and experience	Mr. Surya Prakash Rao Pendyala is an accomplished financial services veteran with an illustrious career in the banking and infrastructure sectors. He has proven expertise in building and scaling new institutions, specializing in infrastructure, project finance, structured finance, Private Equity, and Venture Capital. He possesses extensive relationships within the financial sector and Government of India. He has a successful track record of chairing Boards of infrastructure Non-Banking Finance companies (NBFCs) and scaling them to superior standards. Mr. Rao holds an Associate Member of Institute of Cost & Management Accounts of India.
Other Directorships (As on 11 November, 2025)	• Kerala Infrastructure Fund Management Limited • SBI Ventures Limited • SMBC Global Services Private Limited
Chairmanship/Membership of Committees in Companies in which position of Director is held (as on 11 November, 2025)	NIL
Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
Shareholding in the Company	Nil
No. of board meetings attended during the financial year (2025-26)	1(1)
Terms and conditions of appointment including remuneration sought to be paid	Mr. Surya Prakash Rao Pendyala is appointed as a Non-Executive, Non-Independent Director liable to retirement by rotation. Payment of Sitting Fees: • INR 70,000 per every meeting of the Committees of the Board • INR 100,000 per Board Meeting or such other meetings which they are required to attend as per the statutory requirement • Profit based commission/remuneration as per the Letter of Appointment
Details of last drawn remuneration	Nil

The terms and conditions relating to the appointment of Mr. Surya Prakash Rao Pendyala would be available for inspection in electronic mode during the course of the EGM.

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None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Surya Prakash Rao Pendyala are directly or indirectly concerned or interested, financially or otherwise, in the passing of this resolution as set out in Item No. 1 of the Notice.

Mr. Surya Prakash Rao Pendyala is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board recommends the passing of an Ordinary Resolution as set out in Item No. 1 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 November, 2025
Place: Mumbai

ATTENDANCE SLIP

Registered Office: Commerzone IT Park, Tower B, 1st Floor, No - 111, Mount Poonamallee Road, Porur, Chennai, Porur, Kanchipuram, Sriperumbudur, Tamil Nadu, India, 600116

Website: www.grihashakti.com; Tel No.: 022 41635800

Joint shareholders may obtain additional slip at the venue of the Meeting.

DP ID. _____

Folio No. _____

Client ID. _____

No. of Shares _____

Name of the Share Holder	
Address of the Share Holder	

I/We hereby record my/our presence at the Extra- Ordinary General Meeting of the members of the Company on, Tuesday, 11 November, 2025, at 06:30 p.m. at Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai – 400051.

Signature of Shareholder/ Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting at the registration desk.

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U65922TN2010PLC076972

Name of the Company: SMFG India Home Finance Company Limited**Corporate Office Address:** Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra
(East), Mumbai - 400051**Name of the member (s):****Registered address:****E-mail Id:****Folio No/ DP ID / Client Id:**

I/We, being the member (s) of shares of SMFG India Home Finance Company Limited,
hereby appoint:

1.	Name:	
	Address:	
	Email id:	
	Signature:	_____, or failing him/her

2.	Name:	
	Address:	
	Email id:	
	Signature:	_____, or failing him/her

3.	Name:	
	Address:	
	Email id:	
	Signature:	_____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary
General Meeting of the Company, to be held on the 11th day of November, 2025 at 06:30 p.m. at Board

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Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai - 400051 any adjournment thereof in respect of such resolution as indicated below:

Resolution Number	Resolution	Vote (Please mention no. of shares)		
		For	Against	Abstain
Special Business				
1.	To appoint Mr. Surya Prakash Rao Pendyala (DIN: 02888802) as a Non-Executive, Non-Independent Director of the Company			

Signed this..... day of 2025

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.

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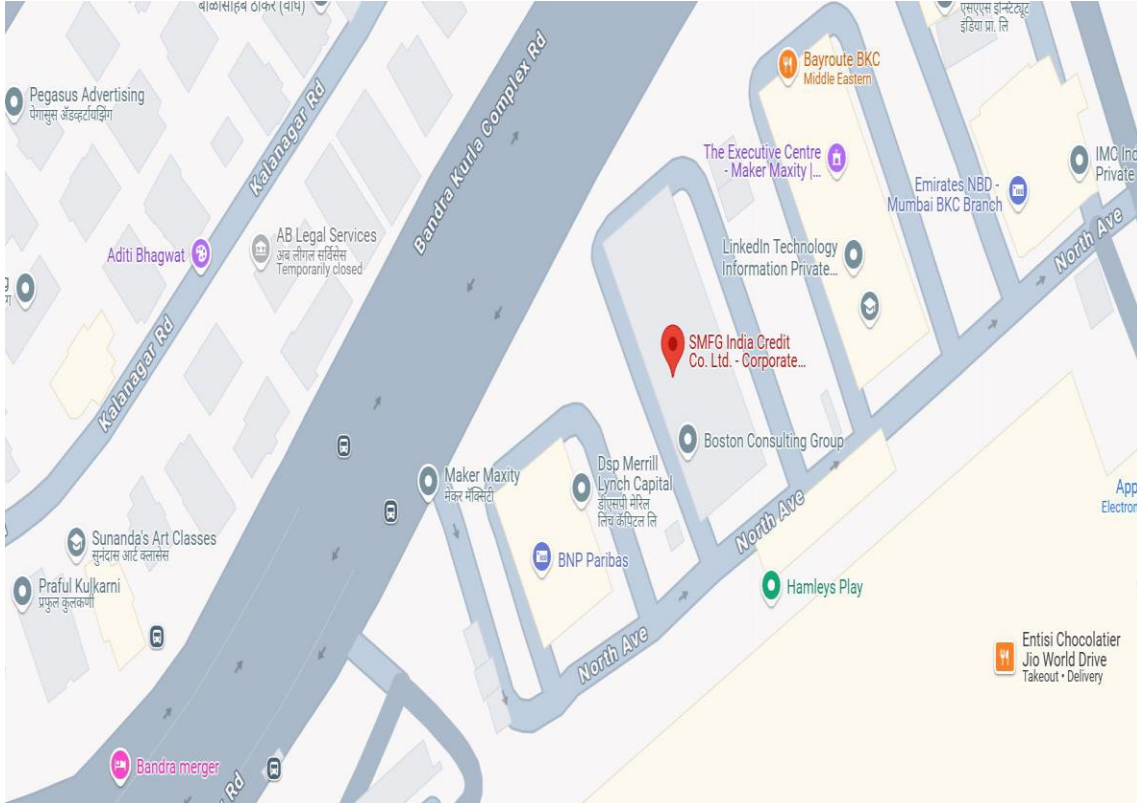


SMFG Grihashakti

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ROUTE MAP TO EXTRA-ORDINARY GENERAL MEETING

Venue: Board Room, 2nd North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai – 400051



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