

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of SMFG India Home Finance Company Limited (the 'Company') will be held on Wednesday, 22 April, 2026 at 11:30 A.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 payment of commission or remuneration to Non-Executive, Non-Independent Directors**

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 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time (“Act”), read with Schedule V to the Act, and other applicable laws, if any, and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and such other approvals as may be required, consent of the Members be and is hereby accorded, for payment of commission or remuneration to the Non-Executive, Non-Independent Directors of the Company, eligible as per their terms of appointment, from the date of their appointment upto 31 March, 2027, for each financial year, upto 1% of the net profits of the Company, computed in accordance with and in the manner provided under Section 198 of the Act during the relevant financial year, and the said commission or remuneration be paid in such amount, proportion and manner as may be decided by the Nomination and Remuneration Committee of the Company from time to time.

RESOLVED FURTHER THAT in case of inadequacy or absence of profits, consent of the Members be and is hereby accorded for payment of commission or remuneration to the Non-Executive, Non-Independent Directors, as may be determined by the Board or the Nomination and Remuneration Committee, within the limits specified in Section II of Part II of Schedule V for each financial year, from the date of their appointment up to 31 March 2027.

RESOLVED FURTHER THAT the above commission or remuneration shall be in addition to sitting fees payable to the Director(s) for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

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

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission or remuneration and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution.”

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

Archana Nadgouda
Company Secretary
Membership No. A17140

Date: 26 March, 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 25 March, 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 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 10 April, 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

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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:

- 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

Section 197 of the Companies Act, 2013 (the 'Act'), as amended, permits payment of remuneration to Directors who are neither Managing Director nor Whole-time Directors, in excess of 1% of the net profits of a company by obtaining approval of the Members in the general meeting by Special Resolution. Further, the Schedule V of the Act *inter-alia* provides that if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its Non-Executive Directors, including an Independent Director, any remuneration except in accordance with the provisions of Schedule V of the Act. The remuneration thresholds as prescribed in Schedule V of the Act can be exceeded by passing of Special Resolution by the Members of the Company.

The Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. The Directors contribute their wealth of knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process. With the enhanced corporate governance requirements, increased responsibilities and duties of the Directors under the Act and the SEBI Listing Regulations and the competitive business environment, the role of the Board, has become more onerous, requiring enhanced level of decision-making ability, greater time commitments with high level of oversight.

The members at the Extra-Ordinary General Meeting held on 8 November 2023 had approved payment of commission or remuneration to Independent Directors apart from sitting fees for a period of 3 financial years commencing from 1 April 2024. Further, the Company has Non-Executive, Non-Independent Directors on the Board of Directors who are eligible for payment of commission or remuneration, as per their terms of appointment.

In view of the above, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the Company proposes to pay apart from the sitting fees and reimbursement of expenses, a profit based commission or remuneration not exceeding 1% of the net profits of the Company to Non-Executive, Non Independent Directors who are eligible as per their terms of appointment, computed in accordance with and in the manner provided under Section 198 of the Act, or commission or remuneration subject to the specified limits as per the Act, in case of loss or inadequacy of profits, for each financial year from the date of their appointment up to 31 March 2027.

Accordingly, approval of Members is being sought for payment of commission or remuneration as mentioned above for a period up to 31 March 2027 in terms of requirement under Schedule V to the Act, in case of loss or inadequacy of profits.

The Nomination and Remuneration Committee and Board in their meeting dated 25 March, 2026 have recommended the matter to the Members for their approval. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

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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 or expected 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.												
4.	Financial performance based on given Indicators	INR in lakhs												
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> <th>FY 2023-24</th> <th>FY 2022-23</th> </tr> </thead> <tbody> <tr> <td>Total Income</td> <td>1,30,711</td> <td>1,00,861</td> <td>68,624</td> </tr> <tr> <td>Net Profits After Tax</td> <td>11,952</td> <td>9,275</td> <td>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
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Total Income	1,30,711	1,00,861	68,624											
Net Profits After Tax	11,952	9,275	4,016											
5.	Foreign investments or collaborations, 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	The approval is not being sought for a particular appointee, but for all Non-Executive, Non-Independent Directors presently serving and to be appointed on the Board on or before 31 March 2027 who are eligible to receive commission or remuneration as per their terms of appointment. The background details of Non-Executive, Non-Independent Directors currently serving of the Board is provided 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.												
2.	Past remuneration (last 3 financial years)	Nil												
3.	Recognition or awards	Refer detailed profile of Non-Executive, Non-Independent Directors, currently serving on the Board provided on the website and can be accessed at https://www.grihashakti.com/about-us/board-of-												

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Sr. No.	Particulars	Information
		directors.aspx . The same should be read as part of this explanatory statement.
4.	Job profile and suitability	The Directors of the Company play an important role in the sustainable growth, attaining the overall strategic goals of the Company and ensure adoption of good governance practices. The Directors of your Company bring with them significant professional expertise and rich experience and knowledge across a wide spectrum of functional areas such as business strategy, finance and corporate governance. They actively engage with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company. Further detailed profile of Non-Executive, Non-Independent Directors currently serving on the Board are provided 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.
5.	Remuneration proposed	Payment of commission or remuneration to Non-Executive, Non-Independent Directors, upto 1% of the net profits of the Company, computed in accordance with and in the manner provided under Section 198 of the Act, as may be determined by the Nomination and Remuneration Committee and within the limits specified in Section II of Part II of Schedule V of the Act, in case of inadequacy/ absence of profits for each financial year from the date of their appointment up to 31 March 2027, in addition to sitting fees, reimbursement of expenses for participation in the Board and Committee meetings, if any, payable for every Company meeting attended by him.
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)	Considering the responsibility shouldered by them, proposed commission or remuneration is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Besides drawing commission or remuneration as stated above in addition to sitting fees, reimbursement of expenses for participation in Board and Committee meetings, Non-Executive, Non-Independent Directors of your Company do not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other director of the Company.
III. Other Information:		

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Sr. No.	Particulars	Information
1.	Reasons of 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 terms	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.		

Except for Non-Executive, Non-Independent Directors to the extent of the compensation that may be received by them in future, 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.

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.

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

Archana Nadgouda
Company Secretary
Membership No. A17140

Date: 26 March, 2026
Place: Mumbai