

Notice is hereby given that the Extra-Ordinary General Meeting ('EGM') of SMFG India Home Finance Company Limited (the 'Company') will be held on Thursday, 5 February, 2026 at 5:15 P.M. IST at Board Room, 2<sup>nd</sup> North Avenue, Maker Maxity, Floor 10, BKC, Bandra (East), Mumbai – 400051 through two way Video Conferencing Facility ('VC'), to transact the following business:

**Special Business:**

**1. Appointment of Mr. Ravi Narayanan (DIN: 08528459) 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 applicable provisions of Reserve Bank of India (Housing Finance Companies) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions 2025, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, the Articles of Association of the Company, Guidelines in respect of Conflict of Interest and Common Directorship among Intermediary or Insurance Intermediary dated 28 September, 2022, and subject to the term of appointment not exceeding 5 years as approved by Reserve Bank of India vide its letter dated 18 December, 2025 and pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and Board of Directors and in view of the declarations and confirmations provided and the Mr. Ravi Narayanan (DIN: 08528459), who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company, with effect from 9 January, 2026 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, 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. Ravi Narayanan 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."

**2. Re-appointment of Ms. Dakshita Das (DIN: 07662681) as the Non-Executive, Independent Director 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 149, 150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, if any, (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of Reserve Bank of India (Housing Finance Companies) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions 2025, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable provisions, if any, the Articles of Association of the Company, Guidelines in respect of Conflict of Interest and Common Directorship among Intermediary or Insurance Intermediary dated 28 September, 2022, on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors, Ms. Dakshita Das (DIN: 07662681), who was appointed as an Independent Director of the Company for a term of 3 consecutive years commencing from 20 January, 2023 up to 19 January, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 62(B)(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 3 consecutive years commencing from 20 January, 2026 to 19 January, 2029 (both days inclusive), on such terms and conditions as set out in the letter of appointment to be issued by the Company.

**RESOLVED FURTHER THAT** the Managing Director & Chief Executive Officer and/or the Chairperson of the Company be and are hereby severally authorized to issue the letter of appointment to Ms. Dakshita Das.

**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.”

**3. Appointment of Mr. Diwakar Gupta (DIN: 01274552) as the Non-Executive, Independent Director 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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Act, if any, (including any statutory modifications or re-enactment thereof for the time being in force), the applicable provisions of Reserve Bank of India (Housing Finance Companies) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions 2025, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable provisions, if any, the Articles of Association of the Company, Guidelines in respect of Conflict of Interest and Common Directorship among Intermediary or Insurance Intermediary dated 28 September, 2022, on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Diwakar Gupta (DIN: 01274552), who was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from 9 January, 2026 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 in writing under Section 160 of the Act from a Member proposing his candidature for the office of the Director, consent of the Members be and is hereby accorded for the appointment of Mr. Diwakar Gupta (DIN: 01274552) as Non-Executive, Independent Director of the Company, for a term of 3 consecutive years, commencing from 9 January, 2026 upto 8 January, 2029 (both days inclusive), on such terms and conditions, including remuneration as set out in the letter of appointment to be issued by the Company **AND THAT** the office of Mr. Diwakar Gupta (DIN: 01274552) shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to Regulation 62D(2) of the SEBI Listing Regulations, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for continuation of office of directorship of Mr. Diwakar Gupta (DIN: 01274552) Non-Executive Independent Director of the Company, who will attain the age of 75 years, during his term of office.

**RESOLVED FURTHER THAT** the Managing Director & Chief Executive Officer and/or the Chairperson of the Company of the Company be and are hereby severally authorized to issue the letter of appointment to Mr. Gupta.



# SMFG Grihashakti

Nayi Asha. Naya Vishwas.

**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: 13 January, 2026  
Place: Mumbai

**SMFG India Home Finance Co. Ltd.**

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

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

 Toll Free No.: 1800 102 1003    [grihashakti@grihashakti.com](mailto:grihashakti@grihashakti.com)    [www.grihashakti.com](http://www.grihashakti.com)   **CIN:** U65922TN2010PLC076972

## 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 vide Circular Resolution dated 9 January, 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 to 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](mailto: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](mailto: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 30 January, 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

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with the Company. The said emails should be sent to Ms. Archana Nadgouda, Company Secretary at [secretarial@grihashakti.com](mailto: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
  - 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](mailto: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 (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 9 January, 2026, approved the appointment of Mr. Ravi Narayanan (DIN: 08528459) as an Additional Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation, w.e.f. 9 January, 2026, 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.

In terms of Regulation 62D(3) of the SEBI LODR, 2015, the Company 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 proposed to seek approval of shareholders for the appointment of Mr. Narayanan as a Non-Executive, Non-Independent Director of the Company.

The Reserve Bank of India (RBI) pursuant to para 106 of Reserve Bank of India (Housing Finance Companies) Directions, 2025 ('RBI HFC Master Directions') read with Para 10 of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions 2025 (erstwhile para 45 (3) of Master Direction- Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021) has vide its letter dated 18 December, 2025 approved the appointment of Mr. Ravi Narayanan as a director on the Board of the Company for a term not exceeding 5 years.

The Company has received his consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company and satisfies the fit and proper criteria as per relevant RBI Master Directions and IRDAI. Mr. Narayanan is not debarred from holding the office as Director by virtue of any SEBI Order or any other authority. Also, pursuant to the Master Direction on Treatment of Wilful Defaulters and Large Defaulters, Mr. Narayanan is not a wilful defaulter/ or been on the list of wilful defaulters and that he has not been on any other RBI default/sanction list as well.

Mr. Ravi Narayanan and his relatives are not related to any of the Statutory Auditors of the Company or its Holding Company, nor does he hold a Directorship in any insurance company or intermediary.

The NRC has evaluated eligibility, skills, experience, qualifications, etc., and confirms that the appointment of Mr. Narayanan is in the interest of the Company. Pursuant to the recommendation of the NRC, the Board recommends his appointment for the approval of the Members.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from Member proposing candidature of Mr. Ravi Narayanan as a Director of the Company.

Other relevant details of Mr. Ravi Narayanan as prescribed under the Companies Act, 2013 and Secretarial Standard on General Meetings, are as under:

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Sr. No.	Particulars	
1.	Name of the Director	Mr. Ravi Narayanan (DIN: 08528459)
2.	Age	56 years
3.	Date of first appointment on Board	9 January, 2026
4.	Brief resume including qualification and experience	<p>Mr. Ravi Narayanan is the Chief Executive officer &amp; Managing Director of SMFG India Credit Co. Ltd.</p> <p>Mr. Ravi Narayanan brings three decades of leadership experience in India's banking and financial services sector, with a proven track record of scaling business, driving strategic transformation, and building high-performing teams. An alumnus of IIT(BHU) Varanasi and FMS Delhi, he combines deep technical expertise with strong commercial acumen.</p> <p>Before taking helm at SMFG India Credit, Ravi served as a Group Executive – Retail at Axis Bank, leading network of 5,500 branches and 58,000 employees. He was instrumental in launching the Burgundy Private wealth management platform, expanding the bank's NRI portfolio, and strengthening its international presence through operations in the UAE. His leadership extended to governance roles as nominee director on the boards of Axis Securities and Axis Mutual Fund.</p> <p>Previously, at HDFC Bank, Ravi held multiple leadership positions across two decades, including Group Head of Branch Banking, overseeing 950 branches and a INR 1.1 trillion liabilities book. He also led the Retail Trade FX business, delivering INR 1,000 crore in annual income and making a significant contribution to the bank's treasury revenue. Earlier roles included heading merchant acquiring, cash management, and current accounts, where he built scalable business from the ground up.</p> <p>Additionally, after his stint with Axis Bank, Ravi served as an advisor to SMBC on its strategic investment in Yes Bank and supported the due diligence of the Bank's retail business franchise.</p>

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		<b>Education</b> MBA from FMS, Delhi B.Tech from IIT Varanasi
5.	Other Directorships (As on 13 January, 2026)	<ul style="list-style-type: none"> <li>SMFG India Credit Company Limited</li> </ul>
6.	Chairpersonship/Membership of Committees in Companies in which position of Director is held (as on 13 January, 2026)	SMFG India Credit Company Limited <ul style="list-style-type: none"> <li>Risk Oversight Committee- Member</li> <li>IT Strategy Committee- Member</li> <li>Corporate Social Responsibility Committee- Member</li> <li>Wilful Defaulter Review Committee- Chairperson</li> </ul>
7.	Relationship with other Directors, Managers and Key Managerial Personnel of the Company	None
8.	Shareholding in the Company	Nil
9.	No. of board meetings attended during the financial year (2025-26)	0
10.	Terms and conditions of appointment including remuneration sought to be paid	Mr. Ravi Narayanan is appointed as a Non-Executive, Non-Independent Director liable to retirement by rotation.  Mr. Narayanan will not be eligible for sitting fees and/or commission payable by the Company to Non-Executive Directors.
11.	Details of last drawn remuneration	Nil

The terms and conditions relating to the appointment of Mr. Ravi Narayanan would be available for inspection in electronic mode during the course of the EGM.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Ravi Narayanan 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. Ravi Narayanan 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.

## **Item no. 2**

Ms. Dakshita Das was appointed with effect from 20 January, 2023 and as per the terms of her appointment as an Independent Director of the Company, pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and SEBI LODR to hold office up to 19 January, 2026 ("first term").

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Pursuant to recommendation of the Nomination and Remuneration Committee (“NRC”) and subject to the approval of the Members of the Company, the Board of Directors on 9 January, 2026, approved the re-appointment of Ms. Dakshita Das (DIN: 07662681) as an Independent Director (Non-Executive Independent) of the Company, not liable to retire by rotation, for a second consecutive term of 3 years commencing from 20 January, 2026 to 19 January, 2029 (both days inclusive).

The Company has received her consent to act as Director and declaration that she is not disqualified from being appointed as a Director of the Company and satisfies the fit and proper criteria as per relevant RBI Master Directions and IRDAI. Ms. Das is not debarred from holding the office as Director by virtue of any SEBI Order or any other authority. Also, pursuant to the Master Direction on Treatment of Wilful Defaulters and Large Defaulters, Ms. Das is not a wilful defaulter/ or been on the list of wilful defaulters and that she has not been on any other RBI default/sanction list as well. Ms. Das and her relatives are not related to any of the Statutory Auditors of the Company or its Holding Company, nor does she hold a Directorship in any insurance company or intermediary except SMFG India Credit Company Limited, Holding Company.

While considering the appointment, the NRC has evaluated that Ms. Dakshita Das continues to fulfil the criteria for Independent Directors under the provisions of the Act and the SEBI Listing Regulations, as amended and evaluated her eligibility, skills, experience, qualifications, etc., and based on her performance evaluation confirms that the re-appointment of Ms. Das is in the interest of the Company. Pursuant to the recommendation of the NRC, the Board recommends her re-appointment for the approval of the Members.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from Member proposing candidature of Ms. Dakshita Das as a Director of the Company. Other relevant details of Ms. Dakshita Das as prescribed under the Companies Act, 2013 and applicable Secretarial Standard for appointment of the Director, as on date of this Notice is given hereunder:

Sr. No.	Particulars	
1.	Name	Ms. Dakshita Das (DIN 07662681)
2.	Age	64 years
3.	Date of first Appointment on the Board	20 January, 2023
4.	Brief Profile including Qualification and Experience	<p>Ms. Dakshita Das is an experienced bureaucrat having served as an Indian Railway Accounts Service (IRAS) Officer, and as MD &amp; CEO at National Housing Bank.</p> <p>Ms. Das has over 35 years of experience in the Government as a Civil Servant, including more than 11 years in the Ministry of Finance with a career spanning Infrastructure Financing, Public Finance and the Financial Sector including Insurance and Debt Recovery. She was the Chair of the Working Group constituted by the Ministry of Women and Child Development on Gender Budgeting and was, till recently, a Ministry of Corporate Affairs Nominee on the Disciplinary Committee of the Institute of Chartered</p>

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Sr. No.	Particulars													
		<p>Accountants, and Insolvency and Bankruptcy Board of India-Appellate member of the IPA.</p> <p>She has handled the preparation of over 15 budgets for the central government including the Union budget, budgets for States under President’s rule &amp; the Indian Railways budget. As MD &amp; CEO of the National Housing Bank, she ensured deepening of supervision, tightening of regulations for systemically important companies while ensuring adequate availability of liquidity for the housing finance sector. As Additional Secretary in the Department of Financial Services, Ms. Das handled the charges of insurance and debt recovery and undertook key initiatives such as the first stage disinvestment of LIC.</p> <p>Ms. Das has deep understanding of the FS sector and has been on several boards including as a government nominee in the Bank of India, NIIF Infrastructure Finance, GIC Re and Actuary Council of India. She is also an eminent speaker on various distinguished panels about Public Policy, Gender and other related matters.</p> <p>Ms. Das is a graduate from Lady Shri Ram College for Women, University of Delhi and holds an M.Phil. degree on Vietnam Studies from Jawaharlal Nehru University. She is also a TEDx speaker.</p> <p>She is currently on Boards of:</p> <ul style="list-style-type: none"><li>• SMFG India Credit Company Limited</li><li>• NSE Indices Limited</li><li>• Protium Finance Limited</li><li>• SMFG India Home Finance Company Limited</li></ul>												
5.	List of other Directorships	<ul style="list-style-type: none"><li>• SMFG India Credit Company Limited</li><li>• NSE Indices Limited</li><li>• Protium Finance Limited</li></ul>												
6.	Chairpersonship/Membership of Committees in Companies in which position of Director is held (as on 13 January, 2026)	<table><tr><th>Sl. No.</th><th>Names of Companies</th><th>Name of the Committee (s)</th><th>Member/Chairperson</th></tr><tr><td rowspan="2">1.</td><td rowspan="2">SMFG India Credit Company Limited</td><td>Risk Oversight Committee</td><td>Member</td></tr><tr><td>IT Strategy Committee</td><td>Member</td></tr></table>			Sl. No.	Names of Companies	Name of the Committee (s)	Member/Chairperson	1.	SMFG India Credit Company Limited	Risk Oversight Committee	Member	IT Strategy Committee	Member
Sl. No.	Names of Companies	Name of the Committee (s)	Member/Chairperson											
1.	SMFG India Credit Company Limited	Risk Oversight Committee	Member											
		IT Strategy Committee	Member											

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Sr. No.	Particulars					
					Corporate Social Responsibility Committee	Member
			2.	NSE Indices Limited	Corporate Social Responsibility Committee	Member
			3.	Protium Finance Limited	Nomination and Remuneration Committee	Member
					Corporate Social Responsibility Committee	Chairperson
					Stakeholders Relationship Committee	Chairperson
					Customer Service Committee	Chairperson
					Review Committee of Wilful Defaulters	Member
7.	Relationship with other Directors, Manager and other Key Managerial Personnel	None				
8.	Shareholding in Company	Nil				
9.	The number of Meetings of the Board attended during the financial year (FY2025-26)	5 (5)				
10.	Terms and conditions of appointment along with details of remuneration sought to be paid	Ms. Dakshita Das is re-appointed as a Non-Executive Independent Director of the Company w.e.f. 20 January, 2026 and is not liable to retire by rotation.  Payment of Sitting fees: INR 70,000/- per Committee Meeting INR 1,00,000/- per Board Meeting and any other meetings attended as per statutory requirement Profit Based Commission/remuneration as per Letter of Appointment				

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Sr. No.	Particulars	
11.	Remuneration paid / Remuneration last drawn by such person	<p>The Director is paid sitting fees and commission as per the Board approved limits.</p> <p>Payment of Sitting fees:            INR 70,000/- per Committee Meeting attended            INR 1,00,000/- per Board Meeting and any other meetings attended as per statutory requirement            Profit Based Commission of INR 3 million for FY2024-25</p>

In terms of Regulation 62D (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is required to obtain approval of the Shareholders for the reappointment of a director at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The terms and conditions relating to the re-appointment of Ms. Dakshita Das would be available for inspection in electronic mode during the course of the EGM.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Ms. Dakshita Das are concerned or interested, financially or otherwise, in the passing of this resolution set out in item no. 2 of the Notice.

Ms. Dakshita Das is not related to any of the Directors or Key Managerial Personnel of the Company.

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**

Pursuant to recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members of the Company, the Board of Directors on 9 January, 2026, approved the appointment of Mr. Diwakar Gupta (DIN: 01274552) as an Additional Director (Non-Executive, Independent) of the Company, not liable to retire by rotation, for a term of 3 consecutive years commencing from 9 January, 2026 to 8 January, 2029 (both days inclusive) pursuant to Section 149, 150, 152 and 161 of the Companies Act, 2013.

In terms of Regulation 62D(3) of the SEBI LODR, 2015, the Company 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 proposed to seek approval of shareholders for the appointment of Mr. Gupta as a Non-Executive, Independent Director of the Company.

The Company has received his consent to act as Director and declaration that he is not disqualified from being appointed as a Director of the Company and satisfies the fit and proper criteria as per relevant RBI Master Directions and IRDAI. Mr. Gupta is not debarred from holding the office as Director by virtue of any SEBI Order or any other authority. Also, pursuant to the Master Direction on Treatment

### **SMFG India Home Finance Co. Ltd.**

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of Wilful Defaulters and Large Defaulters, Mr. Gupta is not a wilful defaulter/ or been on the list of wilful defaulters and that he has not been on any other RBI default/sanction list as well. Mr. Gupta and his relatives are not related to any of the Statutory Auditors of the Company or its Holding Company, nor does he hold a Directorship in any insurance company or intermediary except SMFG India Credit Company Limited, Holding Company.

While considering the appointment, the NRC has evaluated that Mr. Gupta to fulfil the criteria for Independent Directors under the provisions of the Act and the SEBI Listing Regulations, as amended and evaluated her eligibility, skills, experience, qualifications, etc., and confirms that the appointment of Mr. Gupta is in the interest of the Company.

Mr. Gupta will attain the age of 75 years on 25 July, 2028 during his tenure and in order to continue his directorship upon attaining the age of 75 years, a Special Resolution should be passed pursuant to Regulation 62D(2) of the Listing Regulations. Considering his experience, the Board recommends his appointment as an Independent Director and continuation of his directorship on attaining the age of 75 years till the end of his tenure i.e. up to 8 January, 2029 to the Members for their approval.

Pursuant to Section 160 of the Companies Act, 2013, the Company has received a notice from Member proposing candidature of Mr. Diwakar Gupta (DIN: 01274552) as a Director of the Company. Other relevant details of Mr. Gupta as prescribed under the Companies Act, 2013 and applicable Secretarial Standard for appointment of the Director, as on date of this Notice is given hereunder:

Sr. No.	Particulars	
1.	Name	Mr. Diwakar Gupta (DIN 01274552)
2.	Age	72 years
3.	Date of first Appointment on the Board	9 January, 2026
4.	Brief Profile including Qualification and Experience	<p>Mr. Diwakar Gupta is an Independent Director on the Board of SMFG India Credit Company Limited. He has five decades of experience in the financial services industry across the public sector and development banking.</p> <p>From 2015 to 2020, Mr. Gupta served as Vice President of Private Sector and Public-Private Partnerships at the Asian Development Bank ('ADB'). In this role, he oversaw ADB's assistance to private sector projects at ADB and was responsible for building and maintaining ADB's public-private partnership operations.</p> <p>Prior to joining ADB, Mr. Gupta was the MD &amp; CFO of the State Bank of India. He was responsible for setting strategies and direction alongside other State Bank's Central Management Committee members. He joined the Bank in 1974 and held several leadership positions at its various units and subsidiaries. He held the position of Deputy</p>

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Sr. No.	Particulars																							
		<p>Managing Director (National and Rural Banking) and CEO - SBI Card &amp; Payment Services, among others in the Bank.</p> <p>Mr. Gupta has also worked in an advisory capacity with India Value Fund Advisors ('IVFA') and Aditya Birla Financial Services Pvt. Ltd. and as an Independent Director on the boards of leading business councils, financial services companies, and other private organizations in India. In addition, he spent two years as the Senior Advisor (Research) at the Centre for Advanced Financial Research and Learning ('CAFRAL'), promoted by the RBI.</p> <p>Mr. Gupta graduated in Physics (Hons) from St. Stephen's College (Delhi), and holds a Master's degree in Physics from Delhi University. He is a Certified Associate of the Indian Institute of Bankers (CAIIB).</p>																						
5.	List of other Directorships	<ul style="list-style-type: none"><li>• Mahindra Holidays &amp; Resorts India Limited</li><li>• Crisil Ratings Limited</li><li>• Mahindra Susten Private Limited</li><li>• Holiday Club Resorts Oy (Finland) (Overseas Subsidiary Of MHRIL)</li><li>• Mahindra and Mahindra Financial Services Limited</li><li>• National Asset Reconstruction Company Limited</li><li>• CRISIL ESG Ratings &amp; Analytics Limited</li><li>• Alkem Laboratories Limited</li><li>• Resurgence Solarize Urja Private Limited</li><li>• SMFG India Credit Company Limited</li></ul>																						
6.	Chairpersonship/Membership of Committees in Companies in which position of Director is held (as on 13 January, 2026)	<table><tr><th>Sl. No.</th><th>Names of Companies</th><th>Name of the Committee (s)</th><th>Member/Chairperson</th></tr><tr><td rowspan="3">1.</td><td rowspan="3">Crisil Ratings Limited</td><td>Ratings Subcommittee of the Board</td><td>Chairperson</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Member</td></tr><tr><td>Corporate Social Responsibility Committee</td><td>Member</td></tr><tr><td rowspan="3">2.</td><td rowspan="3">Mahindra Holidays &amp; Resorts India Limited</td><td>Audit Committee</td><td>Chairperson</td></tr><tr><td>Risk Management Committee</td><td>Member</td></tr><tr><td>Nomination and Remuneration Committee</td><td>Chairperson</td></tr></table>			Sl. No.	Names of Companies	Name of the Committee (s)	Member/Chairperson	1.	Crisil Ratings Limited	Ratings Subcommittee of the Board	Chairperson	Nomination and Remuneration Committee	Member	Corporate Social Responsibility Committee	Member	2.	Mahindra Holidays & Resorts India Limited	Audit Committee	Chairperson	Risk Management Committee	Member	Nomination and Remuneration Committee	Chairperson
Sl. No.	Names of Companies	Name of the Committee (s)	Member/Chairperson																					
1.	Crisil Ratings Limited	Ratings Subcommittee of the Board	Chairperson																					
		Nomination and Remuneration Committee	Member																					
		Corporate Social Responsibility Committee	Member																					
2.	Mahindra Holidays & Resorts India Limited	Audit Committee	Chairperson																					
		Risk Management Committee	Member																					
		Nomination and Remuneration Committee	Chairperson																					

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Sr. No.	Particulars				
				Inventory Approval Committee	Member
		3.	Mahindra Susten Private Limited	Nomination and Remuneration Committee	Chairperson
				Audit Committee	Chairperson
				Corporate Social Responsibility Committee	Chairperson
		4.	Mahindra and Mahindra Financial Services Limited	Audit Committee	Chairperson
				Nomination and Remuneration Committee	Chairperson
				Risk Management Committee	Member
				Asset Liability Committee	Member
				Corporate Social Responsibility Committee	Chairperson
				Special Committee of the Board for Monitoring and Follow-up of cases of Frauds ("SCBMF)	Chairperson
		5.	CRISIL ESG Ratings & Analytics Limited	Nomination and Remuneration Committee	Chairperson
				Ratings Sub – Committee	Chairperson
		6.	Alkem Laboratories Limited	Audit Committee	Member
				Risk Management Committee	Member
		7.	SMFG India Credit Company Limited	Audit Committee	Chairperson
				Risk Oversight Committee	Member
Nomination and Remuneration Committee	Member				
Wilful Defaulter Review Committee	Member				

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Sr. No.	Particulars	
7.	Relationship with other Directors, Manager and other Key Managerial Personnel	None
8.	Shareholding in Company	Nil
9.	The number of Meetings of the Board attended during the year	0
10.	Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Diwakar Gupta is appointed as a Non-Executive, Independent Director of the Company for a period of 3 consecutive years, w.e.f. 9 January, 2026 upto 8 January, 2029 (both days inclusive) and is not liable to retire by rotation. He is entitled to sitting fees and commission as below: Payment of Sitting fees: INR 70,000/- per Committee Meeting INR 1,00,000/- per Board Meeting and any other meetings attended Profit Based Commission/remuneration as per Letter of Appointment
11.	Remuneration paid / Remuneration last drawn by such person	Nil

In terms of Regulation 62D(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is required to obtain approval of the Shareholders for the 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.

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

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Gupta are concerned or interested, financially or otherwise, in the passing of this resolution set out in item no. 3 of the Notice.

Mr. Gupta is not related to any of the Directors or Key Managerial Personnel of the Company.

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# SMFG Grihashakti

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: 13 January, 2026  
Place: Mumbai

**SMFG India Home Finance Co. Ltd.**

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