SMFG IndiaCredit
Pragati Ki Nayi Pehchaan

NOTICE

NOTICE is hereby given that the 01/FY2027 Extra-Ordinary General Meeting ("EGM"/ "Meeting") of SMFG India Credit Company Limited ("the Company") will be held on 30 October, 2026 at 9:00 A.M. IST, through Two Way Video Conferencing ("VC") facility to transact the following business:

Special Business:

1. To approve Material Related Party Transactions with Sumitomo Mitsui Banking Corporation

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 Regulation 62K read with Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules made thereunder, and other applicable laws/Circulars/Guidelines, and as per the Policy on Related Party Transactions of SMFG India Credit Company Limited ("the Company") and pursuant to the approval of the Audit Committee and recommendation made by the Board of Directors ("the Board") of the Company, No-Objection Certificate/approval received from the Debenture Trustee and Debenture holders and subject to other approvals, permissions and sanctions, if any, of the appropriate authorities, institutions or bodies, as may be necessary, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Sumitomo Mitsui Banking Corporation ('SMBC'), Singapore and SMBC, India ('SMBC India') or any other branch of SMBC, being a related party of the Company, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed materiality thresholds as per provisions of the SEBI Listing Regulations, as applicable from time to time, provided, the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to execution of such transactions and also to delegate all or any of its powers herein conferred to any Committee of the Board and / or Director(s) and / or officer(s) / any other person(s) to give effect to the aforesaid resolution and to settle all questions, difficulties or doubts that may arise in this regard."

By order of the Board of Directors
For SMFG India Credit Company Limited

KRISHNA KANT CHATURVEDI
Digitally signed by KRISHNA KANT CHATURVEDI
Date: 2026.10.08 23:03:06 +05'30'

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer
Membership no.: F7264
Date: 8 October 2026
Place: Mumbai

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NOTES:

a. Pursuant to General Circular Nos. 20/2020 dated 5 May, 2020, 09/2023 dated 25 September, 2023 and 09/2024 dated 19 September, 2024 respectively, 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'), without the physical presence of Members at a common venue. The deemed venue for the EGM for the limited purpose of record-keeping shall be the Registered Office of the Company.

b. 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.

c. In compliance with the MCA Circulars, Notice of the EGM of the Company 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 said Notice is also available on the website of the Company at https://www.smfgindiacredit.com and on the website of National Stock Exchange of India Limited (www.nseindia.com).

d. 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. Since, the EGM is being held through VC, in terms of the MCA Circulars, the requirement of physical attendance of Members has been dispensed with. 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.

e. For any queries in relation to attending the EGM, you may reach out to the Company Secretary of the Company, at 022-41635800 or at Secretarial@smfgindia.com.

f. The relevant documents referred to in the Notice will be available in electronic form for inspection by the Members at the Registered office/ Corporate Office of the Company, upto the date of the EGM. The members seeking such inspection may write to the Company Secretary at Secretarial@smfgindia.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 Secretarial@smfgindia.com.

h. 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.smfgindiacredit.com

i. Participation of Members through VC will be reckoned for the purpose of quorum for the EGM, as per Section 103 of the Act.

j. Facility of joining the EGM through VC shall be kept open 30 minutes before the time scheduled for the EGM.

k. Voting rights will be reckoned on the paid-up value of the equity shares registered in the name of the Members on 2 October, 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.

l. 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 the Company Secretary of the Company at Secretarial@smfgindia.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 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@smfgindia.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 issued by the Institute of Company Secretaries of India:

Item no. 1

In terms of Regulation 62K read with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed the thresholds specified under Schedule XII of the SEBI Listing Regulations, as determined based on the listed entity's last audited consolidated turnover for FY 25-26 (i.e. Rs. 12,352.66 Crore and shall require no-objection certificate from debenture trustee, based on no-objection certificate by debenture holders (who are not related with the Company and hold at least more than 50% of the debentures in value), as well as prior approval of the Members by way of an Ordinary Resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Sumitomo Mitsui Banking Corporation ('SMBC'), Singapore and SMBC, India ('SMBC India') or any other branch of SMBC, is a related party of the Company as per Section 2(76)(viii) of the Companies Act, 2013, being a fellow subsidiary. The Audit Committee at its meeting held on 26 March, 2026 has granted the omnibus approval for transactions with SMBC for FY 2026-27. In furtherance to that, the Audit Committee at its meeting held on 31 July 2026, had also approved to raise money aggregating up to US$ 500,000,000 (US Dollars Five Hundred Million) by way of external commercial borrowing (the "Facility") in one or more tranches from SMBC and proposed to appoint Sumitomo Mitsui Banking Corporation, India Branch ("SMBC India") to act as an authorized dealer to the Facility to make regulatory filings and for other related purposes, as required under the Foreign Exchange Management Act, 1999 and other applicable laws/Regulations. There are some other transaction, which are in INR and detailed in Annexure I to this Notice.

The proposed transactions taken together with the existing transactions undertaken with SMBC including SMBC India, SMBC Gift city Branch or any other branch of SMBC are likely to cross the materiality thresholds as per Regulation 62K read with Regulation 23 of SEBI Listing Regulations applicable to the Company. Accordingly, the Board of Directors at its meeting held on 31 July, 2026 on the basis of relevant details provided by the management, in line with the requirements of Chapter VIII of the SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated 11 July 2025, have reviewed and recommended the same to the shareholders for their approval. Further, in line with Regulation 62K of SEBI Listing Regulations, the Debenture Trustee have issued No-objection certificate dated 5 October, 2026, based on the receipt of No-objection from the debenture holders on this matter.

Considering the above, Item No 1 is placed for the approval of the Members of the Company along with necessary details on the proposed RPTs as set out in this Notice. The transactions proposed to be carried out will be on an arm's length basis, in the ordinary course of business and in the best interest of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the proposed resolutions and if so done their voting shall be considered invalid.

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Pursuant to Chapter VIII of the SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated 11 July 2025, the particulars of the transactions proposed to be entered with SMBC are as follows:

Sl. No.	Heading	Details
a.	Name of the related party	Sumitomo Mitsui Banking Corporation, Gift City Branch, Sumitomo Mitsui Banking Corporation ("SMBC"), India, any other branch of SMBC
b.	Nature of Relationship (with the Company or its Subsidiary) including nature of its concern or interest (financial or otherwise)	Nature of relationship: Fellow Subsidiary. (Promoter Group entity) Nature of interest of each transaction is mentioned in Annexure I.
c.	A summary of the information provided by the management of the Company to the Audit Committee	Enclosed as Annexure I
d.	Justification for why the proposed transaction is in the interest of the Company	Enclosed as Annexure I
e.	A statement that the valuation or other external report, if any, relied upon by the Company in relation to the proposed transaction will be made available through the registered email address of the shareholders	The Benchmarking report relied upon by the Company in relation to the proposed transaction will be made available to the shareholders through the registered email, wherever applicable.
f.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	-
g.	Any other information that may be relevant.	-

Any subsequent 'material modification' in the proposed transactions, as defined by the Audit Committee as a part of Company's Policy on Related Party Transactions will be subject to prior No-Objection certificate of the Debenture Trustee and debenture holders as may be applicable and prior approval of shareholders, in terms of Regulation 62K of the SEBI Listing Regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, 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.

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The Board recommends the resolution at Item No. 1 of the accompanying Notice for approval of the members of the Company by way of an Ordinary Resolution.

By order of the Board of Directors
For SMFG India Credit Company Limited

KRISHNA KANT CHATURVEDI
Digitally signed by KRISHNA KANT CHATURVEDI
Date: 2026.10.08 23:03:41 +05'30'

Krishna Kant Chaturvedi
Company Secretary & Compliance Officer
Membership No.: F7264

Date: 8 October, 2026
Place: Mumbai

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Annexure I

Information required under Chapter VIII of the SEBI Master Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated 11 July 2025 for approval of related party transactions with Sumitomo Mitsui Banking Corporation

Sr. No	Name of the related party	Nature of Relationship including nature of its concern or interest (financial or otherwise)	Nature, Type, Tenure material terms and particulars including justification of the proposed transaction	Maximum amount of the proposed transaction in mn)		Indicative base price/current contracted price	Valuation Report/ALP Report/Benchmarking Report	Limit for FY 2026 - 27 (in Mn)	Percentage to the Company's consolidated turnover for FY 2025-26	Percentage to the counter-party's consolidated turnover for FY 2025-26 (voluntary)
				In aggregate	Per transaction					
1	Sumitomo Mitsui Banking Corporation, Gift City Branch/any other branch	Nature of relationship: Fellow Subsidiary (Promoter Group entity) Nature of Interest - Financial	Raising funds by way of External Commercial Borrowing in one or more tranches. The Company proposes to raise money aggregating up to USD 500 Mn by way of external commercial borrowing facility (the "Facility") in one or more tranches. The Facility is proposed to be availed from Sumitomo Mitsui Banking Corporation, Gift City Branch/any other branch of Sumitomo Mitsui Banking Corporation.	Up to USD 500 Mn (its equivalent in INR, from time to time)	Up to USD 100 Mn (its equivalent in INR, from time to time)	*SOFR + 120 to 130 bps*	Benchmarking report will be placed along with this annexure	-	~39.02 *	-

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Sr. No	Name of the related party	Nature of Relationship including nature of its concern or interest (financial or otherwise)	Nature, Type, Tenure material terms and particulars including justification of the proposed transaction	Maximum amount of the proposed transaction in mn)		Indicative base price/current contracted price	Valuation Report/ALP Report/Benchmarking Report	Limit for FY 2026 - 27 (in Mn)	Percentage to the Company's consolidated turnover for FY 2025-26	Percentage to the counter-party's consolidated turnover for FY 2025-26 (voluntary)
				In aggregate	Per transaction					
			Tenure – 3 Years. Issuance will be made in multiple tranches over the period of 3 years. Tenure of each facility will be 3 years from the date of each drawdown. **Justification:** ● Large ticket size ECB facility ● Strengthen confidence for other lenders and credit rating agency as this demonstrates continued support by SMFG via equity and debt.							
2	Sumitomo Mitsui Banking Corporation, Branch ('SMBC India')	Nature of relationship: Fellow Subsidiary (Promoter Group entity) The Company proposes to	The Company proposes to appoint Sumitomo Mitsui Banking Corporation, India (SMBC India) as the authorized dealer in	INR 5.0 Mn	INR 2.0 Mn	Fees will be based on the competitive bids offer	NA	-	0.004	-

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Sr. No	Name of the related party	Nature of Relationship including nature of its concern or interest (financial or otherwise)	Nature, Type, Tenure material terms and particulars including justification of the proposed transaction	Maximum amount of the proposed transaction in mn)		Indicative base price/current contracted price	Valuation Report/ALP Report/Benchmarking Report	Limit for FY 2026 - 27 (in Mn)	Percentage to the Company's consolidated turnover for FY 2025-26	Percentage to the counter-party's consolidated turnover for FY 2025-26 (voluntary)
				In aggregate	Per transaction					
		appoint SMBC India as the authorized dealer. Accordingly, SMBC India will act as a service provider and the Company will be the service recipient. SMBC India and the Company have a common overseas parent, i.e., SMFG. Nature of Interest - Operational	relation to the Facility to make regulatory filings and for other related purposes, as required under the Foreign Exchange Management Act, 1999 and other applicable law. Tenure – For the tenure of facility availed by the Company from SMBC. **Justification:** For ease of operations and for better co-ordination of payments and drawdown of facility.			ed by other AD Banks for the transaction.				
3.	Sumitomo Mitsui Banking Corporation, Branch ('SMBC India')	Fellow Subsidiary. (Promoter Group entity) Nature of Interest – Financial	Raising funds through securitization transactions in one or more tranches and acting as servicer for the underlying loan pool. **Tenure** – As Commercially agreed	INR 3,000 Mn	INR 3,000 Mn	Arm's length pricing is derived on the basis of market rates for simila	Arm's length pricing report will be obtained at the time of each transaction	INR 3,000 mn	2.43	-

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Sr. No	Name of the related party	Nature of Relationship including nature of its concern or interest (financial or otherwise)	Nature, Type, Tenure material terms and particulars including justification of the proposed transaction	Maximum amount of the proposed transaction in mn)		Indicative base price/current contracted price	Valuation Report/ALP Report/Benchmarking Report	Limit for FY 2026 - 27 (in Mn)	Percentage to the Company's consolidated turnover for FY 2025-26	Percentage to the counter-party's consolidated turnover for FY 2025-26 (voluntary)
				In aggregate	Per transaction					
			between the parties subject to the applicable law & Regulations. **Justification:** There would be ALM benefit due to tenor matching of the instrument with the underlying loans.			r pool.				

**Please note that value for % has been considered based on the current currency conversion rate (1 USD = INR 96.39 as on 24 July, 2026) which may be subject to change at the time of transaction Consolidated turnover : 12,352.66 Crores*

KRISHNA KANT CHATURVEDI

Digitally signed by KRISHNA KANT CHATURVEDI
Date: 2026.10.08 23:04:04 +05'30'