



October 16, 2026

To,

BSE Ltd

P.J. Towers, Dalal Street Fort
Mumbai 400001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

Sub: Notice convening 02nd Extra-Ordinary General Meeting (EGM) of Jio Credit Limited for FY 2026-2027

Dear Sir/Madam,

Pursuant to Regulation 50(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Notice convening the 02nd Extra-Ordinary General Meeting (EGM) of the Company for the financial year 2026-2027, is being sent to the members through electronic mode is the same is enclosed herewith as well.

The Notice of the EGM is also available on the website of the Company and can be accessed using the below given link:

Link to the website	:	https://www.jiocredit.in/disclosure
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This is for your information and records.

Yours faithfully,

For Jio Credit Limited

Sriram
Subbramaniam
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Digitally signed by
Sriram
Subbramaniam
Date: 2026.10.16
14:12:15 +05'30'

Sriram Subbramaniam

Company Secretary & Compliance Officer

Membership No.: A23333

Jio Credit Limited
(formerly known as
Jio Finance Limited)

Registered Address: 1st Floor, Building 4NA, Maker Maxity, Bandra Kurla Complex,
Bandra (East), Mumbai - 400051, India
+91 22 3511 8600 | www.jiocredit.in | we.care@jiocredit.in |
CIN: U64990MH2000PLC123731

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Jio Credit Limited (Company) [formerly known as Jio Finance Limited] will be held at Shorter Notice on **Monday, October 19, 2026 at 03:00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

Special Business:

1. To approve the borrowing limits under section 180(1)(c) and in this regard, to consider and if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of resolutions passed by the Members of the Company earlier and in accordance with the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Power) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee which the Board may constitute, to exercise its powers, including the powers conferred by this resolution), to borrow any sum(s) of moneys from time to time, at its discretion, for the purpose of the business of the Company, which together with the monies already borrowed and remaining outstanding (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding ₹100,000 Crore (Rupees One Lakh Crore Only).

RESOLVED FURTHER THAT the Board, be and is hereby authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit and to do all such acts, deeds and things as it may in its absolute discretion deem fit for giving effect to this resolution."

2. To consider and approve creation of charge / mortgage / hypothecation on company's assets and properties under Section 180(1)(a) of the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the Members be and is hereby accorded to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any

third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding ₹100,000 Crore (Rupees One Lakh Crore Only)

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors and the Senior Officials of the Company be and is hereby authorised to do the needful in this regard to give effect to the above resolution."

3. To approve Issue of incremental non-convertible debentures through private placement basis during FY2027, and to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) to any of the foregoing and other applicable guidelines, circulars, directions or laws) and extant RBI guidelines, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers conferred by this resolution) to make offer(s) or an invitation(s) or to issue non-convertible debentures ('NCDs'), Secured or Unsecured up to ₹50,000 Crore at face value or such other price as may be permissible under the relevant regulations as the Board may determine in accordance with any of the aforementioned directions or regulations, under one or more letter(s) of offer/ disclosure document as may be issued by the Company and in one or more series, during a period of one year commencing from the date of this general meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be provided that the borrowings by way of issue of NCDs shall be within the overall limit of borrowing approved by the members of the Company from time to time i.e. ₹100,000 Crores.

RESOLVED FURTHER THAT for giving effect to above resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the members of the Company."

4. To approve Material Related Party Transactions, and to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 62K read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) as applicable to High Value Debt Listed Entities (HVDLE), Section 188 of the Companies Act, 2013 and Rules thereto, if any, the Company’s Policy on Related Party Transactions and based on the approval of the Audit Committee and No-objection from Debenture Trustee of the Company, consent of the Members be and is hereby accorded to the Company for entering into related party transactions (i.e. In the nature of availing loan(s)/subordinated debt in the form of NCDs) with JFS group entities as below :

Name	Amount (Upto ₹ in Crore)	Nature of Loan(s)
Reliance Services and Holdings Limited (RSHL)	2,500	Term Loan
Reliance Industrial and Investments Holdings Limited (RIIHL)	5,000	Term Loan/Non-convertible Debentures (Subordinated)

RESOLVED FURTHER THAT the Board of Directors and the Senior Officials of the Company be and is hereby severally authorised to do the needful in this regard to give effect to the above resolution."

By Order of the Board of Directors

Sriram Subbramaniam
Company Secretary

Date: October 16, 2026
Place: Mumbai

Notes:

1. The Ministry of Corporate Affairs ("MCA"), has vide its circular dated September 22, 2025 read together with circulars dated September 19, 2024 September 25, 2023, April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and other circulars as issued from time to time, permitted convening the Extra-ordinary General Meeting ("EGM"/"Meeting") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without physical presence of the Members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("the Act") read with Rules made thereunder, the Meeting of the Company is being held through VC/OAVM and notice to all the members is being given only through electronic mode by e-mail at their address registered with the Company. The deemed venue for the meeting shall be the Registered Office of the Company.
2. The Statement annexed to Notice pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith as Annexure-1.
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. Since this EGM is being held through VC pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and attendance slip are not annexed hereto.
4. Corporate shareholders are requested to send to the Company, a duly certified copy of the board resolution authorising their representative to attend and vote at the EGM. The said Resolution/Authorisation shall be sent to the Company by email at its registered email address i.e., sriram.subbramaniam@jiocredit.in
5. Members / Representatives attending the meeting through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
6. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not annexed hereto.
7. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company through email at sriram.subbramaniam@jiocredit.in. The same will be replied by the Company suitably.
8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act will be available, electronically, for inspection by the Members during the Meeting. Member seeking to inspect through e-mode is required to notify the Company Secretary through email at sriram.subbramaniam@jiocredit.in
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.



Finance



10. The EGM through video-conference would be conducted through “Google Meet” which enables two-way audio and video conference. Members are requested to join the Meeting using the link sent separately.
11. The link to join the meeting shall be made active 15 minutes before the time scheduled for the meeting and will be available for all shareholders.
12. Shareholders who would like to express their views or ask questions during the EGM may raise their hands during the meeting or may also use a chat facility.
13. E-mail address of the Company Secretary of the Company, Shri Sriram Subbramaniam i.e sriram.subbramaniam@jiocredit.in is designated for correspondences / voting and all other purposes related to the Meeting.
14. In the event of demand for poll at the meeting, Members shall send their votes by email from their email address which is registered with the Company and shall only be sent to the designated email address i.e. to sriram.subbramaniam@jiocredit.in.
15. For any assistance before or during the Meeting, members may contact the Corporate Secretarial team for the same.

STATEMENT ANNEXED TO NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

Pursuant to Section 102(1) of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item no. 1 and 2 of the Notice

The Board at its meeting held on April 16, 2025 had approved the increase in the overall borrowings of the Company from ₹15,000 crore to ₹50,000 crore. The shareholders at its AGM held on September 10, 2025 had approved the increase in the overall borrowing limits upto ₹50,000 crore. The Board, while approving the overall borrowing limits permitted the same through various instruments like term loans (long/short), cash credit, overdraft facility, working capital demand loan, short-term liquidity through CCIL's Repo/TREPs window, Commercial Paper, Non-Convertible Debentures or foreign currency borrowings including external commercial borrowings in the form of loans and bonds.

As outlined in the AOP for FY27, the company expects substantial growth in its loan portfolio, with a projected total of around ₹55,000 Crore by the close of FY27. To comply with regulatory Liquidity Coverage Ratio (LCR) requirements, the company must maintain a certain level of High-Quality Liquid Assets (HQLA), estimated at approximately ₹6,000 Crore. These liquid assets are crucial for meeting short-term liquidity needs, enabling the company to manage risks effectively and ensure regulatory compliance. With a loan book of ₹55,000 Crore and HQLA of ₹6,000 Crore, the Company's total asset base is anticipated to reach about ₹61,000 Crore by end of FY27. Moreover, as per projected Balance Sheet of FY28, total asset size is expected to reach about ₹102,000 Crore [Loan + HQLA]. This shall require funding of around ₹80,000 Crore. Additionally, a portion of the current outstanding borrowings as well as short term borrowings will need to be refinanced or rolled over. As a result, the total gross borrowing requirement for FY27 is projected to be more than ₹80,000 Crore.

It is hence proposed to consider an increase in the overall borrowing limits on an outstanding basis from ₹50,000 Crore to ₹100,000 Crore. The proposed borrowing limit will provide adequate liquidity and is in line with our strategic and accelerated business growth objectives and calls for increased borrowing and working capital requirements through diversified resources.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company may with the consent of the Members of the Company by way of Special Resolution, borrow monies in excess of the aggregate of paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board at its meeting held on October 12, 2026 has, subject to approval of Members at the general meeting approved the proposal to increase the borrowing limits from the existing ₹50,000 crore to ₹100,000 crore. Approval of the Members is now being sought for the aforesaid increase in the borrowing limits.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not sell, lease, or otherwise dispose of the whole or substantially the whole of the Company's undertaking without obtaining the prior consent of the shareholders through a Special Resolution.

In connection with the borrowings to be raised within the limits approved by the Board of Directors and the shareholders for the purpose of its business as envisaged above, the Company may be required to create a charge, mortgage, and/or hypothecation on its assets as security for such borrowings. Since the creation of such an encumbrance may be regarded as disposing of or substantially affecting the Company's undertaking, basis the Board of Directors' consent for the creation of the necessary security interest on the assets of the Company upto an amount not exceeding ₹100,000 crore, this approval is being sought from the Members of the Company to enable the Company to secure its borrowings as per the requirement of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 and 2 in the accompanying Notice, for approval by the Members.

Item no. 3 of the Notice

The Company, in the ordinary course of its business, is required to borrow from time to time, by way of loans, external commercial borrowings, issue of non-convertible debentures (secured or unsecured), commercial papers and/or through other instruments. The inter-mix of borrowings by the Company depends upon the market conditions, cost of funds, tenor, etc.

In terms of section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, (the 'Companies PAS Rules') a company may make an offer or invitation to subscribe to the debentures through an issue of a private placement offer subject to a special resolution of its members approving offer(s) or invitation(s) to subscribe to the non-convertible debentures ('NCDs') of the company. In case the proposed amount to be raised through such an offer or invitation exceeds the limit specified in 180(1) (c) of the Act, a company may pass a special resolution once a year for all the offers or invitations to be made for such debentures to be issued during the year.

The Members at its annual general meeting held on September 4, 2026 had authorised the Board to make offer(s) or an invitation(s) or to issue non-convertible debentures ('NCDs'), secured or unsecured up to ₹15,000 Crore during FY2027. However, considering the incremental requirement of funds for potential business opportunities in future, it is now proposed to authorise the Company to borrow money(ies) by way of issue of NCDs for an amount up to ₹50,000 Crore during FY2027. While, the amount of debentures proposed to be raised will be within the limits approved by the Members pursuant to Section 180(1)(c) of the Act, as an abundant caution, it is proposed to seek approval of Members by way of a special resolution to authorize the Board to borrow by issue of NCDs on private placement basis during FY2027 and thereafter, in the ordinary course of its business, till the conclusion of twenty seventh Annual General Meeting, which may be scheduled anytime in September 2027. Further, the amount to be raised by such an issue of NCDs will be within the overall borrowing limit of ₹100,000 Crore as may be approved by the Members at this general meeting.

The actual borrowing through issue of NCDs will be determined by the Board within the said overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc. The debentures would be issued either at face value or at a discount or at a premium, with coupon rate and/or on zero coupon basis, in such manner as may be permissible

under the Companies Act, RBI Guidelines and SEBI Regulations. The issue price and rate of interest depends, inter alia, on the market rates, tenor and security offered. In case of secured NCDs, security would primarily be by way of charge on book debts/loan receivables of the Company, and if required, on the immovable property/(ies) of the Company.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 3 in the accompanying Notice, for approval by the Members.

Item no. 4 of the Notice

As the Members are aware, JCL is engaged in the lending business and it meets its liquidity requirements through use of appropriate funding avenues involving various market instruments, bank borrowings, and intercorporate deposits.

Considering the nature of its business and the requirement of funds for potential business opportunities, it is proposed to consider raising loans/Non-convertible Debentures (Subordinated) from JFS group entities as below :

Name	Amount (Upto ₹ in Crore)	Nature of Loan(s)
Reliance Services and Holdings Limited (RSHL)	2,500	Term Loan
Reliance Industrial and Investments Holdings Limited (RIIHL)	5,000	Term Loan/Non-convertible Debentures (Subordinated)
Total	7,500	

The aforesaid borrowings will be within the overall borrowing limits as approved by the Board and Shareholders of the Company. The borrowings by way of term loans will be for a short period of upto 6 months. The interest rate for the aforesaid term loans shall be linked to prevailing market rate around FIMMDA yield for corresponding T-Bill + credit spread, while for Subordinated Debt, the pricing will be discovered through bidding in Electronic Bidding platform of the Exchanges. The Members may note that the aforesaid transactions will be at arms length basis and in the ordinary course of business.

As per Regulation 62K read with Regulation 23(2) of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013, all related party transactions (RPT) shall require prior approval of the audit committee, Further, any RPT exceeding 10% of JCL's standalone turnover (₹148 Crore) in a financial year additionally requires prior approvals from following authorities:

- No-objection from Debenture Trustee and Non-related Debenture Holders; and
- Approval of Members of JCL through an Extra-ordinary General Meeting.

The Audit Committee by way of a Circular Resolution dated October 01, 2026 had approved the aforesaid material related party transactions, subject to the No-objection certificate from Debenture Trustees and approval of Members.



Approval of the Members is hence being sought for the aforesaid transactions. The necessary consent from Debenture Trustees has been received on October 16, 2026.

None of the directors, key managerial personnel of the Company or their relatives are, directly or indirectly concerned or interested, financially or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 in the accompanying Notice, for approval by the Members.

By Order of the Board of Directors

Sriram Subbramaniam
Company Secretary

Date: October 16, 2026
Place: Mumbai