

NOTICE OF THE 39th EXTRA ORDINARY GENERAL MEETING TO THE MEMBERS OF GRIHUM HOUSING FINANCE LIMITED AT A SHORTER NOTICE

Notice is hereby given that the 39th Extra Ordinary General Meeting (“EGM”) of the Shareholders of Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited) (hereinafter referred to as ‘Company/the Company’) will be held on Wednesday, 10 September, 2025, at 11:30 A.M. through Video conferencing (“VC”)/ other Audio-Visual Means (“OAVM”), to transact the following special businesses:

Since the EGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company on 6th Floor, B Building, Ganga Trueno, Lohegaon, Pune, Maharashtra 411014, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS(ES):

ITEM NO. 1 – TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION TO MR. MANISH JAISWAL, FORMER MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (MD & CEO) OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 197 read with Schedule V and Section 198 of the Companies Act, 2013 (the “Act”) and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”), Guidelines on Compensation of KMP and Senior Management in HFCs as per the Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, the Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 issued by the Reserve Bank of India (“RBI HFC Directions”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and any other applicable rules, regulations, directions, circulars and guidelines, as may be issued from time to time, by the Reserve Bank of India (RBI), National Housing Bank (NHB), Insurance Regulatory and Development Authority of India (IRDAI) or any other authority read with the Remuneration Policy of the Company, and upon recommendation of the Audit Committee and Nomination and Remuneration Committee and the resolution passed by the Board of Directors of the Company, the approval of the Members be and is hereby accorded, for the payment of remuneration to Mr. Manish Jaiswal (DIN: 07859441), former Managing Director and Chief Executive Officer (MD & CEO), in excess of the limits prescribed under Section 197 of the Act, on such terms as approved by the Board of Directors at their meeting convened on 21 August, 2025 and as set out in the Explanatory Statement annexed to this Notice;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do and perform and execute all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution”.

ITEM NO. 2 – TO APPROVE THE ISSUANCE OF 7,33,269 PARTLY PAID-UP EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS (“PREFERENTIAL ALLOTMENT”)

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 179(3)(c) and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “Rules”), and all other applicable rules, regulations, circulars, and notifications issued thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the rules, regulations, guidelines, notifications and circulars, if any, issued by the Reserve Bank of India/National Housing Bank and/or any other regulatory authority, and such other approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and / or sanction(s), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue and allot to Mr. Manish Jaiswal, 7,33,269 (Seven Lakhs Thirty-Three Thousand Two Hundred Sixty-Nine only) partly paid equity shares of face value of Rs. 10 (Indian Rupees Ten) each for an initial subscription price of Rs. 0.01 (Indian Rupees One Paise) per equity share aggregating to Rs. 7,332.69 (Indian Rupees Seven Thousand Three Hundred Thirty-Two and Sixty-Nine Paise) (“PPS”) by way of preferential allotment on a private placement basis (“Preferential Allotment”) in the following manner and on the terms as set out in the Explanatory Statement annexed to this Notice:

Sr. No.	Proposed Allottee	No. of Shares	Upfront Consideration Payable	Balance Consideration Payable by the Allottee (within 12 Months from 31 August, 2025)
1.	Mr. Manish Jaiswal (“Proposed Allottee”)	7,33,269	Rs. 7,332.69	Rs. 8,25,44,091.33
	Total	7,33,269	Rs. 7,332.69	Rs. 8,25,44,091.33

RESOLVED FURTHER THAT out of the total consideration of Rs. 8,25,51,424.02 (Indian Rupees Eight Crores Twenty – Five Lakhs Fifty-One Thousand Four Hundred Twenty – Four and Two Paise), a sum of Rs. 7,332.69 (Indian Rupees Seven Thousand Three Hundred Thirty – Two and Sixty – Nine Paise) shall be payable by the Proposed Allottee at the time of application, and the balance amount of Rs. 8,25,44,091.33 (Indian Rupees Eight Crores Twenty – Five Lakhs Forty – Four Thousand Ninety One and Thirty – Three Paise) shall be payable by the Proposed Allottee within a period of 12 (Twelve) months from 31 August, 2025;

RESOLVED FURTHER THAT in the event the Proposed Allottee does not pay the balance amount of Rs. 8,25,44,091.33 (Indian Rupees Eight Crores Twenty – Five Lakhs Forty – Four Thousand Ninety One and Thirty – Three Paise) in respect of all the PPS, within a period of 12 (Twelve) months from 31 August 2025, then the Board be and is hereby authorised to forfeit and cancel the PPS;

RESOLVED FURTHER THAT the equity shares to be offered, issued and allotted through this resolution shall be subject to the provisions of the memorandum of association and the articles of association of the Company, as may be amended from time to time. Upon the PPS being fully paid-up within a period of 12 (twelve) months from 31 August, 2025, the issued equity shares shall rank pari-passu with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT a copy of the valuation report, issued by Corporate Professionals Valuation Services Private Limited, be and is hereby noted by the shareholders;

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Act;

RESOLVED FURTHER THAT any of the Director(s) of the Company be and are hereby severally authorized to sign and file all the necessary forms and returns with the Registrar of Companies or any other authority(ies) as applicable, under the Act, the Foreign Exchange Management Act, 1999 and any other relevant rules, regulations, circulars and notifications made thereunder and any other applicable law in force and to sign, seal and execute all such documents, deeds, agreements, or any other undertakings and do all such actions, deeds, matters, writings, and things as are necessary or expedient to give effect to the above resolutions connected with the aforesaid proposed issuance and allotment or any other matter incidental thereto, including without limitation to sign and authenticate the private placement offer letter in Form PAS-4 to be circulated to Mr. Manish Jaiswal and make such confirmations and declaration on behalf of the Company as may be required in relation to the said private placement offer letter as required under the provisions of Sections 42 and 62 of the Act, and the rules framed thereunder and record the name of Mr. Manish Jaiswal in Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014, along with such other prescribed details.”

By Order of the Board of Directors

For **Grihum Housing Finance Limited**
(Formerly, Poonawalla Housing Finance Limited)

Sd/-

Vaishnavi Suratwala
Company Secretary

Registered Office:
6th Floor, B-Building, Ganga Trueno,
Lohegaon, Pune – 411014

Date: 09.09.2025

Place: Pune

NOTES:

1. Shorter Notice consent has been received from majority of members entitled to vote and who represent not less than 95% of the paid-up share capital of the Company.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circulars dated 08 April, 2020 read with circulars dated 13 April 2020, 15 June, 2020, 28 September, 2020, 31 December, 2020, 23 June, 2021, 08 December, 2021, 05 May, 2022, 28 December, 2022, 25 September, 2023 and 19 September, 2024 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act and MCA Circulars, the EGM of the Company is being held through VC / OAVM. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Act we are assuming the place of meeting as the place where the Company is domiciled i.e., the registered office of the Company.
3. The Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 and rules made thereunder is annexed hereto and forms part of the Notice. As required under Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (ICSI), the information pertaining to the director seeking re-appointment is provided in Annexure 1 to this Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the EGM is being conducted through VC/OAVM pursuant to 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 to this Notice.**
5. In compliance with the MCA circulars, Notice of the EGM shall be given only through emails registered with the Company or with the depository participant / depository. Members may note that the Notice will also be available on the Company’s website at griumphousing.com.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the EGM.
7. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named **‘INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC’** which is enclosed with the Notice of the EGM and shall also be attached separately on the e-mail, with the Notice of the EGM.

8. The Company shall provide VC facility via **ZOOM VIDEO COMMUNICATIONS ("Zoom")** in order to make it convenient for the Members to attend the Meeting. Members are required to use the following link or details to join the meeting through VC facility of Zoom:

Zoom Meeting Link	https://zoom.us/j/95336308341?pwd=MU4IK17bRWRbmzd72ggadrg8NNGMMW.1
Meeting ID	953 3630 8341
Password	598775

9. The Members desirous to inspect the relevant documents referred to in the accompanying notice and other statutory registers are required to send requests on the Company Secretary's email address at vaishnavi.suratwala@grihumhousing.com. An extract of such documents would be sent to the members at their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
10. The Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Company Secretary's email address at vaishnavi.suratwala@grihumhousing.com. The same shall be taken up in the EGM and replied by the Company suitably.
11. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The documents, if any, referred to in the Explanatory Statement will be made available for inspection by the members at the Meeting in electronic mode.
13. The 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 at vaishnavi.suratwala@grihumhousing.com. The same will be replied to by the Company suitably.
14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 39th Extra Ordinary General Meeting (EGM') of the Members of Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited), to be held on Wednesday, 10 September, 2025 at 11:30 A.M. through Video Conference, by using Zoom Meeting Application.

Instructions for participating in the aforesaid EGM through Video Conference:

Step 1

Download the Zoom Meeting Application in your Mobile or Laptop. You may use this link to download the application [<https://zoom.us/>].

Step 2

Click on "Sign up"

Step 3

For verification, please enter your "Date of Birth"

Step 4

Please enter "Your email", "First Name" and "Last Name" and click on "I agree to the Terms of Service"

Step 5

Now go to your registered email provided, check Inbox for the registration email and click on the "Activate Account"

Step 6

Go to your Zoom Application, click on the "Join" and enter the Meeting Id and password and now click on the "Join Meeting" Tab and ensure that you have proper internet facility through Mobile phone or Wi-Fi connected to your device.

Other instructions:

1. Please note that, if you have already downloaded /using Zoom Application, then you need not do the aforesaid activities and you have to just enter the Zoom Meeting Id and Password, as provided in this Notice.
2. You can sign-in/join the meeting 15 minutes before the scheduled time of the meeting for timely participation in the EGM through video conference. Further, any member may join the meeting within 15 minutes from the commencement of the meeting.
3. Please listen and participate in the discussion carefully.



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4. The members attending the EGM through VC may send their assent or dissent through their registered email-id to the email-id of the Company Secretary's email address at vaishnavi.suratwala@griumphousing.com. Please click on the "Mute" tab, when there is any disturbance or noise around you or you are not talking.
 5. Please ensure that no other person is sitting with you/participating/ having access to the proceedings of the Meeting through Video Conference.
 6. Please click on "Unmute" tab when you want to say something.
 7. In case of any assistance before or during the video conference as aforesaid, you can contact the Company Secretary's email address at vaishnavi.suratwala@griumphousing.com
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Grihum Housing Finance Limited

(Formerly, Poonawalla Housing Finance Limited)

CIN: U65922PN2004PLC208751 | ☎ 020-67815500 | ✉ Info@griumphousing.com

Registered Office: 6th Floor, B-Building, Ganga Trueno, Lohegaon, Pune – 411014

 www.griumphousing.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice.

ITEM NO. 1 – TO CONSIDER AND APPROVE PAYMENT OF REMUNERATION TO MR. MANISH JAISWAL, FORMER MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER OF THE COMPANY.

The Members may note that the Board of Directors, at its meeting held on 21 August 2025, approved the transition of Mr. Manish Jaiswal (DIN: 07859441) from his role as the Managing Director and Chief Executive Officer (MD & CEO) of the Company, effective from the close of business hours on 31 August 2025. In this regard, Mr. Manish Jaiswal, former MD & CEO shall be entitled to remuneration in excess of the limits prescribed under Section 197 of the Companies Act, 2013, read with Schedule V on such terms as approved by the Board of Directors.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Jaiswal as MD & CEO, the Company will pay to Mr. Jaiswal in respect of such financial years in which such inadequacy or loss arises or a period of three years, whichever is lower, the remuneration as set above by way of consolidated salary, perquisites including perquisites arising out of exercise of any stock options granted to Mr. Jaiswal and allowances as minimum remuneration, in accordance with the provisions of Section 197 and/or Schedule V of the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.

Information pertaining to payment of remuneration to Mr. Jaiswal in accordance with the requirement of Schedule V, Part II, Section II, Clause A of the Companies Act 2013 and the provisions of the Secretarial Standards 2 issued by the Institute of Company Secretaries of India is given below:

Information pursuant to the provisions of the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India	
Name of the Director	Mr. Manish Jaiswal (Former MD&CEO)
Director Identification Number (DIN)	07859441
Date of Birth and Age	24 July 1969 (56 Years)
Qualifications	Bachelor of Engineering from Visvesvaraya National Institute of Technology, Nagpur and Fast Track General Management Program from IIM, Bangalore.
Experience/ Brief Resume	Mr. Manish Jaiswal, aged 56 years, is a Bachelor of Engineering from Visvesvaraya national Institute of Technology, Nagpur and has also completed his Fast Track General Management Program from IIM, Bangalore. He served as Sr. Director & Business Head – SME Ratings and Ecosystem Business, CRISIL, Mumbai and also served as Business Head of Small and Medium Enterprises (SME) Group at



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	Dhanalaxmi Bank Limited. Mr. Jaiswal was designated as the Managing Director and Chief Executive Officer (MD & CEO) of the Company upto 31 August, 2025.
Terms and conditions of appointment or re-appointment	The re-appointment was approved vide shareholders meeting dated 21 June, 2022. The terms and conditions may be referred to in the notice dated 18 June, 2022 at https://griumphousing.com/secretarial-disclosures.php
Remuneration proposed to be paid (including sitting fees), if any	An amount not exceeding Rs. 22,03,00,000/- inclusive of all the perquisites and ESOP benefits availed. There has been no sitting fees paid to Mr. Manish Jaiswal.
Remuneration last drawn (including sitting fees), if any, (FY 24-25)	Rs. 5,74,00,000/- (Rupees Five Crores Seventy-Four Lakhs only) (including perquisites, as per the latest audited Financial Statements as on 31 March, 2025)
Date of first appointment on the Board	26 July, 2017
Shareholding in the Company	1.11% of the total paid up share capital of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No <i>inter-se</i> relationship with any other Director or KMP of the Company
Number of Meetings of the Board attended during the year (i.e., FY 25-26)	No. of Meeting held: 3 No. of Meeting attended: 2
Directorships of other companies (excluding foreign companies)	Nil
Membership / Chairmanship of Committees of other Boards (excluding foreign companies)	Nil

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Information pursuant to Schedule V, Part II, Section II, Clause A of the Companies Act, 2013

I.	General Information:				
1.	Nature of industry:	The Company is a Housing Finance Company, engaged in retail financing			
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 21 April, 2004. It got the Certificate to commence business on 26 April, 2004. It got registered as a housing finance company on 25 October, 2004 with the National Housing Bank. The name of the Company was changed from Poonawalla Housing Finance Limited to Grihum Housing Finance Limited w.e.f. 17 November, 2023			
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			
4.	Financial performance during the last 3 Financial periods	Particulars	Audited figure for the FY 2024-25 (Rs. in Crores)	Audited figure for the FY 2023-24 (Rs. in Crores)	Audited figure for FY 2022-23 (Rs. in Crores)
		Total Income	1,274.96	1,045.65	716.05
		Total Expenses	994.04	862.40	561.86
		Profit/(Loss) before Tax	280.92	183.25	154.19
		Provision for Taxation	70.21	43.29	38.97
		Profit/(Loss) after Tax	210.71	139.96	115.22
5.	Foreign investments or collaborators, if any:	Perseus SG Pte. Ltd, a private Company incorporated under laws of Singapore holds 98.41% of the total paid up share capital of the Company. There is no foreign collaboration in the Company.			
II.	Information about the appointee:				
1.	Background details	Mr. Manish Jaiswal, aged 56 years, is a Bachelor of Engineering from Visvesvaraya national Institute of Technology, Nagpur and has also competed his Fast Track General Management Program from IIM, Bangalore. He served as Sr. Director & Business Head – SME Ratings and Ecosystem Business, CRISIL, Mumbai and also served as Business Head of Small and Medium Enterprises (SME) Group at Dhanalaxmi Bank Limited. Mr. Jaiswal was designated			

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		as the Managing Director and Chief Executive Officer (MD & CEO) of the Company upto 31 August, 2025.
2.	Past remuneration (FY 24-25)	Rs. 5,74,00,000/- (Rupees Five Crores Seventy-Four Lakhs only) (including perquisites, as per the latest audited Financial Statements as on 31 March, 2025)
3.	Recognition or awards	He has served as Sr. Director & Business Head – SME Ratings and Ecosystem Business, CRISIL, Mumbai and also served as Business Head of Small and Medium Enterprises (SME) at Dhanalaxmi Bank Limited. In a career of over 30 years, he has held key positions in companies such as Fullerton India Credit Company and Eicher Motors.
4.	Job profile and his suitability	As the MD & CEO, Mr. Manish Jaiswal was responsible for the overall supervision and control of the Company. In a career of over 30 years, he has held key positions in companies such as Fullerton India Credit Company and Eicher Motors and has a vast experience in the finance industry (Ceased to be MD & CEO w.e.f. 31 August, 2025).
5.	Remuneration proposed	An amount not exceeding Rs. 22,03,00,000/- inclusive of all the perquisites and ESOP benefits availed.
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 w.r.t. the country of his origin)	Taking into consideration the size of the Company, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies in the industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	None, except the remuneration as Managing Director & Chief Executive Officer of the Company
III.	Other information:	
1.	Reasons of loss or inadequate profits:	This information will be given in such years when the loss or inadequacy has taken place.
2.	Steps taken or proposed to be taken for improvement:	
3.	Expected increase in productivity and profits in measurable terms:	
IV.	Disclosures:	
	Disclosures pursuant to clause (IV) of Part II of Schedule V of the Companies Act, 2013 are mentioned in the Board of Directors’ Report for the Financial Year ended 2024-25.	

The Board recommends the resolution at Item No.1 of the Notice for approval of Members by way of Special Resolution.

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None of the other 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 except Mr. Manish Jaiswal to the extent of his shareholding in the Company.

ITEM NO. 2 –TO APPROVE THE ISSUANCE OF 7,33,269 PARTLY PAID-UP EQUITY SHARES BY WAY OF PREFERENTIAL ALLOTMENT ON A PRIVATE PLACEMENT BASIS (“PREFERENTIAL ALLOTMENT”)

The Members may note that the Board of Directors at its meeting held on 02 September, 2025 approved offer and issue of 7,33,269 partly paid-up equity shares to Mr. Manish Jaiswal by way of private placement on preferential allotment basis in accordance with Sections 23(1)(b), 42, 62(1)(c) and 179(3)(c) of Companies Act 2013 (“ the Act”), the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and any other applicable laws, rules, regulations and guidelines and in accordance with the provisions of articles of association and memorandum of association of the Company.

In terms of Section 42 read with Section 62 of the Act, the approval of the members by way of special resolution is required. Hence, the approval of the members is sought to approve the issuance of the partly paid-up equity shares to Mr. Manish Jaiswal, subject to approval from the regulatory authorities, if any in the following manner:

Sr. No.	Proposed Allottee	No. of Shares	Upfront Consideration Payable	Balance Consideration Payable by the Allottee (within 12 Months from 31 August, 2025)
1.	Mr. Manish Jaiswal (“ Proposed Allottee ”)	7,33,269	Rs. 7,332.69	Rs. 8,25,44,091.33
Total		7,33,269	Rs. 7,332.69	Rs. 8,25,44,091.33

It may be further noted that upon the partly paid-up equity shares being fully paid-up within a period of 12 (twelve) months from 31 August, 2025, the equity shares allotted pursuant to the offer shall rank *pari passu* in all respects with the existing equity shares of the Company.

Pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, below are the details of the proposed issue of equity shares on private placement basis:

Sr. No.	Particulars	Details
1.	The objects of the issue	The Company intends to issue partly paid-up equity shares by way of preferential allotment on a private placement basis as duly approved in the meeting of Board of Directors held on 02 September, 2025. At the time of the payment of the balance amount, the proceeds will be utilized for business activities of the Company and general corporate purposes.
2.	The total number of shares or other securities to be issued	Upto 7,33,269 (Seven Lakhs Thirty-Three Thousand Two Hundred and Sixty – Nine) partly paid-up equity shares.
3.	The price or price band at/within which the allotment is proposed	Rs. 112.58 (Indian Rupees One Hundred Twelve and Five Eight Paise) per share. Rs. 0.01 per equity share will be paid at the time of application and the balance Rs. 112.57 will be paid up within 12 months from 31 August, 2025.
4.	Basis on which the price has been arrived at along with report of the registered valuer;	The price per equity shares has been arrived at basis the Valuation Report dated 01 September, 2025 issued by Corporate Professionals Valuation Services Private Limited
5.	Relevant date with reference to which the price has been arrived at;	The date with reference to which the price has been arrived at basis the Valuation Report dated 01 September, 2025, issued by Corporate Professionals Valuation Services Private Limited
6.	The class or classes of persons to whom the allotment is proposed to be made	Individual shareholder of the Company.
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel are subscribers to the offer.
8.	The proposed time within which the allotment shall be completed	30 (thirty) days from the date of issue of Private Placement Offer Letter.
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Manish Jaiswal. Upon the partly paid-up equity shares being fully paid up, the percentage of Post Preferential Allotment shall be 1.26 %
10.	The change in control, if any, in the company that would occur consequent to the	No change in control in the Company will occur consequent to the said preferential

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	preferential offer	offer
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No preferential allotment was made by the Company during the year
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
13.	The pre issue and post issue shareholding pattern of the company in the prescribed format	Annexure A
14.	Particulars of the offer including date of passing of Board resolution/ The total number of shares or other securities to be issued	<p>7,33,269 (Seven Lakhs Thirty-Three Thousand Two Hundred and Sixty-Nine) partly paid-up equity shares at an issue price of Rs.112.58 (Indian Rupees One Hundred Twelve and Fifty-Eight Paise) per equity share (Face value of Rs. 10/- (Indian Rupees Ten) each and premium of Rs. 102.58/- (Indian Rupees One Hundred Two and Fifty-Eight Paise) each) for a total consideration Upto Rs. 8,25,51,424.02 (Rupees Eight Crore Twenty-Five Lakh Fifty-One Thousand Four Hundred and Twenty-Four and Two paise only).</p> <p>Date of Board resolution: 02 September, 2025.</p> <p>Rs. 0.01 per equity share will be paid at the time of application and the balance Rs. 112.57 will be paid up within 12 months from 31 August, 2025.</p>
15.	Kinds of securities offered and the price at which security is being offered	<p>Partly paid equity shares at an issue price of Rs.112.58 (Indian Rupees One Hundred Twelve and Fifty-Eight Paise) per equity share including premium of Rs. 102.58/- (Indian Rupees One Hundred Two and Fifty-Eight Paise) each.</p> <p>Rs. 0.01 per equity share will be paid at the time of application and the balance Rs. 112.57 will be paid up within 12 months from 31 August, 2025</p>
16.	Basis or justification for the price (including	Valuation Report dated 01 September, 2025.

Grihum Housing Finance Limited

(Formerly, Poonawalla Housing Finance Limited)

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Registered Office: 6th Floor, B-Building, Ganga Trueno, Lohegaon, Pune – 411014

	premium, if any) at which the offer or invitation is being made/ Basis on which the price has been arrived at along with report of the registered valuer	A copy of the said valuation report shall be kept open for inspection of the Members of the Company until the date of the EGM.
17.	Name and address of valuer who performed valuation	Name: Corporate Professionals Valuation Services Private Limited Date: 01 September, 2025 Address: D-38, South Extension Part-1, New Delhi-110049
18.	Relevant date with reference to which the price has been arrived at	30 June, 2025
19.	Amount which the Company intends to raise by way of such securities	Upto Rs. 8,25,51,424.02 (Rupees Eight Crore Twenty-Five Lakhs Fifty-One Thousand Four Hundred and Twenty-Four and Two paise only)
20.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	The detailed terms of the offer are as specified in the PAS-4 and the proposed resolution. Objects of the issue are as stated in Sr. No. 1 herein. The Promoters or Directors are not making any contribution in the offer and there is no creation of security required.

The Board therefore recommends the resolution at Item No. 2 of the Notice for approval of members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except Mr. Manish Jaiswal to the extent of his shareholding in the Company.

By Order of the Board of Directors

For **Grihum Housing Finance Limited**
(Formerly, Poonawalla Housing Finance Limited)

Sd/-

Vaishnavi Suratwala
Company Secretary

Registered Office:
6th Floor, B-Building, Ganga Trueno,
Lohegaon, Pune – 411014

Date: 09.09.2025

Place: Pune

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Annexure A:

Sr. No.	Category	Pre-Issue [^]		Post-Issue	
		No of Shares Held	Percentage of Shareholding	No of Shares Held	Percentage of Shareholding
A	Promoter's Holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Body Corporate	-	-	-	-
	Sub – Total	-	-	-	-
2	Foreign Promoters	48,18,85,023*	98.41	48,18,85,023*	98.27
	Sub – Total (A)	48,18,85,023	98.41	48,18,85,023	98.27
B	Non-Promoter's Holding				
1	Institutional Investors (Poonawalla Vision Fund I)	18,54,000	0.38	18,54,000	0.38
2	Non-Institution	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors & Relatives	-	-	-	-
	Indian Public	57,22,874	1.17	64,56,143	1.31
	Others (including NRIs) **	1,86,886	0.04	1,86,886	0.04
	Sub Total (B)	77,63,760	1.59	84,97,029	1.73
	Grand Total	48,96,48,783	100	49,03,82,052	100

* including 6 (six) equity shares whose beneficial Interest of these shares lies with Perseus SG Pte. Ltd.

** Grihum Housing Finance ESOP Trust

[^] The percentage of the shareholding is on diluted basis.

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