

NOTICE

Notice is hereby given that the **37th Extra Ordinary General Meeting (EOGM)** of the Shareholders of **Grihum Housing Finance Limited** (Formerly, Poonawalla Housing Finance Limited) (hereinafter referred to as 'Company'/ 'the Company') will be held at a shorter notice on Friday, 22 March, 2024 at 01:45 P.M. through Video conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following businesses:

Since the EOGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company at 602, 6th Floor, Zero One IT Park, Sr. No.79/1, Ghorpadi, Mundhawa Road, Pune- 411036, which shall be the deemed venue of the EOGM.

SPECIAL BUSINESS(ES):

1. To appoint Ms. Richa Arora (DIN: 07144694) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Master Direction Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 ('RBI HFC Directions'), Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 ('IRDAI') and applicable provisions of other law(s), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the Articles of Association of the Company, Ms. Richa Arora (DIN: 07144694), who was appointed as an Additional Director of the Company with effect from 13 March, 2024 by the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution), be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Act, RBI HFC Directions and Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, Ms. Richa Arora (DIN: 07144694) be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a period of 3 consecutive years with effect from 13 March, 2024 to 12 March, 2027;

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

2. To consider and approve increase in Authorized Share Capital of the Company and the consequent amendment in the Memorandum of Association

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant Rules framed there under, the approval of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company by way of creation of preference shares **FROM** the existing Rs. 500,00,00,000 (Rupees Five Hundred crore only) divided into 50,00,00,000 (Fifty crore) Equity Shares of Rs. 10 (Rupees Ten only) each **TO** Rs. 700,00,00,000 (Rupees Seven Hundred crore only) divided into 50,00,00,000 (Fifty crore) Equity Shares of Rs. 10 (Rupees Ten) and 20,00,00,000 (Twenty crore) Preference Shares of Rs. 10 each; and that the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby deleted and the following Clause V be substituted in its place:

“V. The authorized share capital of the Company is Rs. 700,00,00,000 (Rupees Seven Hundred crore only) divided into 50,00,00,000 (Fifty crore) Equity Shares of Rs. 10 (Rupees Ten) and 20,00,00,000 (Twenty crore) Preference Shares of Rs. 10 each.”

RESOLVED FURTHER THAT authority and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (which shall include the Management Committee of the Board having such powers as may be delegated by the Board from time to time) to deal with the matters relating to increase in authorised share capital of the Company and to take any other actions in the manner as may be most beneficial to the Company and take decisions in this regard.”

3. To consider and approve Issue of Compulsorily Convertible Preference Shares (CCPS) by way of Bonus Issue

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

“RESOLVED THAT pursuant to the provisions of Sections 55, 63 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, as amended from time to time and any other relevant rules, regulations, circulars and notifications made thereunder (including any statutory enactment(s), or modification(s) or amendments(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Reserve Bank of India (RBI), National Housing Bank or Insurance Regulatory and Development Authority of India (IRDAI) or any other competent 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 be and is hereby accorded to expand the capital base of the Company by capitalising a part of the reserve and surplus of the Company and to issue and allot fully paid-up 0.001% Compulsory Convertible Preference Shares (‘CCPS’) as bonus shares, to the Members of the Company, in the ratio of 1:2, i.e., 1 (one) CCPS to be issued and allotted for every 2 (two) Equity Shares held by the existing equity shareholders in the Company as on Record Date as may be decided by the Board, post completion of the Rights Issue approved by the Board vide resolution dated March 22, 2024.

RESOLVED FURTHER THAT the terms and conditions of the said CCPS shall be as set out in the Explanatory Statement.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Compliance Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT authority and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which shall include the Management Committee of the Board having such powers as may be delegated by the Board from time to time) to deal with the matters relating to allotment of fully paid-up bonus CCPS.”

4. To consider and approve amendment in Grihum Housing Employee Stock Option Plan 2021 of the Company

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory amendments, modification(s), or re – enactments of the Act thereof for the time being in force) and other applicable laws, the applicable clauses of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for amendment in the Grihum Housing Employee Stock Option Plan 2021 (ESOP 2021) of the Company, the salient features of which are furnished in the Explanatory Statement to the Notice.

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Human Resource Officer, Chief Compliance Officer and Company Secretary of the Company be and are hereby severally authorized to take all such actions as may be deemed necessary to give effect to the above resolution.”

Place: Pune

Dated: 22 March, 2024

Corporate Office
602, 6th Floor, Zero One IT Park,
Sr. No. 79/1, Ghorpadi,
Mundhwa Road, Pune – 411036

By Order of the Board of Directors
For **Grihum Housing Finance Limited**
(Formerly, Poonawalla Housing Finance Limited)

Sd/-
Vaishnavi Suratwala
Company Secretary
Membership No. A41827

NOTES:

1. Shorter Notice consent has been received from all the shareholders of the Company to convene the meeting at shorter notice.
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 and 25 September, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Extra Ordinary General Meeting (“EOGM”) 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 EOGM 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, with respect to Special Business set out in the Notice is annexed hereto and forms part of the Notice.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM 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 EOGM 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 EOGM and **hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. In compliance with the MCA circulars, Notice of the EOGM 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 <https://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 EOGM THROUGH VC’** which is enclosed with the Notice of the EOGM and shall also be attached separately on the e-mail, with the Notice of the EOGM.
8. The Company shall provide VC facility via **ZOOM VIDEO COMMUNICATIONS (“Zoom”)** in order to

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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/97109420045?pwd=ZGxsb1h0eHJ1R3ptVUgySVVYZzRkUT09
Meeting ID	971 0942 0045
Password	162645

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: vaishnavi.suratwala@griumphousing.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
10. Members seeking any information with regard to the matters to be placed at the EOGM, are requested to write to the Company Secretary at vaishnavi.suratwala@griumphousing.com. The same shall be taken up in EOGM and replied by the Company suitably.
11. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The documents referred in the Explanatory Statement will be made available for inspection by the members at the Meeting in electronic mode.
13. Members seeking any information with regard to any matter to be placed at EOGM are requested to submit their questions in advance, on or before EOGM to the Company Secretary's email address i.e. vaishnavi.suratwala@griumphousing.com. The same will be replied by the Company suitably.
14. Since the EOGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

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Instructions for participating in the 37th (Thirty Seventh) Extra Ordinary General Meeting of the Members of Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited), to be held at a shorter notice on 22 March, 2024 at 01:45 P.M. through Video Conference, by using Zoom Meeting Application.

Instructions for participating the aforesaid EOGM 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 Wifi connected to your device.

Other instructions:

1. Please note that, if you have already downloaded /using Zoom Application, then you need not to 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 EOGM 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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GRIHUM
HOUSING FINANCE

Apna Ghar. Apni Pehchan.

4. The members attending the EOGM through VC may send their assent or dissent through their registered email-id to the email-id of the Company Secretary 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, Ms. Vaishnavi Suratwala, at vaishnavi.suratwala@griumphousing.com .
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Members are being informed that pursuant to the provisions of the Companies Act, 2013 ('Act'), the Board of Directors on the recommendation of Nomination and Remuneration Committee, vide resolution dated 13 March, 2024 has appointed Ms. Richa Arora (DIN: 07144694) as an Additional Director in the capacity of Non-Executive Independent Directors of the Company with effect from 13 March, 2024 in terms of Sections 161 of the Act.

The Brief profile of Ms. Richa Arora is stated below:

Ms. Richa Arora, aged 60, has over three decades of industry experience across ESG & sustainability, business strategy, marketing, and P&L management. She has extensive Board & CXO level experience in governance, strategy, business & cultural transformation, technology-enabled solutions, and innovation across the value chain. She is presently an Independent Director on the Board of First Meridian Business Services Limited (India's 3rd largest staffing company backed by Samara Capital, Goldman Sachs and Janchor Partners), a Director on the board of Morphosis Venture Capital Limited incorporated at DFSI, Dubai, UAE, and a member of the governing council of Mobile Crèches, an NGO focused on early child development. She was previously Independent Director at Snapdeal Limited and was on the Board of Directors of "Tata NourishCo" and Tata group's e-commerce venture "Tata Unistore" (Tata Cliq).

Ms. Arora is currently also Managing Partner & CEO – ESG Stewardship Services, Ecube Investment Advisors. Prior to Ecube, she was with the Tata group, where, as COO she led the transformation of the consumer business of Tata Chemicals. Before joining the Tata Group, Ms. Arora had set up Five by Six Consulting – a boutique strategic marketing consulting firm. She has previously worked in leadership positions in FMCG companies (Britannia & Balsara), & Strategic Planning (FCB Ulka).

She is a Chevening scholar from the London School of Economics, an MBA from IIM Ahmedabad and a Graduate in Economics from Shri Ram College of Commerce, Delhi University.

The Company has received necessary disclosures from Ms. Richa Arora including the consent for her appointment as a director of the Company in form DIR-2, a declaration that she is not disqualified to be appointed as Director in form DIR-8, notice of her interest in form MBP-1, a declaration that she meets the criteria of independence as per the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the confirmation that she fulfils the conditions specified in the Act, the Listing Regulations and the Code of Conduct of the Company for appointment as Independent Director and that she is independent of the management as well as a disclosure and undertaking that she fulfills the Fit and Proper criteria pursuant to the provisions of the Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI HFC Directions) and

Insurance Regulatory Development Authority of India (IRDAI) . It may be further noted that the appointment of Ms. Richa Arora as an Additional Director and Independent Director of the Company is in accordance with the 'Policy on Fit and Proper Criteria for Directors' as adopted by the Board.

The Members may also note that Ms. Arora has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company. Ms. Arora has also confirmed that she is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board is of the opinion that she possesses requisite skills, le and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. She will be eligible for payment of sitting fees as approved by the Board from time to time.

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Ms. Richa Arora as an Additional Director and Independent Director of the Company w.e.f. 13 March, 2024 to the Members for approval.

Information pertaining to the appointment of the said Director, in accordance with the provisions of Secretarial –standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, is enclosed as **Annexure A** to the Notice.

The Board recommends the passing of the **Special Resolution** as set out in **Item No.1** of the Notice.

None of the Directors or Key Managerial Personnel of the Company except Ms. Richa Arora, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2

The Members may note that the present authorized capital of the Company is Rs. 500 Crore (Rupees Five Hundred Crores only) consisting of 50 Crore (Fifty Crores only) Equity Shares of Rs. 10 each. The Company intends to issue Preference Shares of Rs. 10 each and to enable such issuance, it is proposed to increase the authorised capital of the Company by way of creation of 20,00,00,000 preference shares and consequent alteration to the Clause V i.e. Capital Clause of the Memorandum of Association of the Company as below:

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“V. The authorized share capital of the Company is Rs. 700,00,00,000 (Rupees Seven Hundred crore only) divided into 50,00,00,000 (Fifty crore) Equity Shares of Rs. 10 (Rupees Ten) and 20,00,00,000 (Twenty crore) Preference Shares of Rs. 10 each.”

Further, the Members are being informed that the Board of Directors vide resolution dated 22 March, 2024 has approved the increase of Authorized Share Capital by way of creation of preference shares and consequent amendment in the Memorandum of Association.

The Members may further note that pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013, approval of the Members of the Company is required for the above proposed increase in the authorized share capital and amendment to the Memorandum of Association of the Company.

The Board therefore recommends passing of the **Ordinary Resolution** as set out in **Item no.2** of the Notice.

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.

ITEM NO. 3

The Members may note that as on 29 February, 2024, the free distributable reserves of the Company were Rs. 1,449.93 consisting of Securities Premium account of Rs. 1,005.23 Crore and Retained Earnings of Rs. 444.70 Crores. In order to expand the capital base of the Company by capitalizing the said reserves and surplus of the Company by issue of fully paid-up 0.001% Compulsory Convertible Preference Shares ('CCPS') of Rs. 10 each, as bonus shares in the ratio of 1:2, i.e., 1 (one) CCPS to be issued and allotted for every 2 (two) Equity Shares held by the existing equity shareholders in the Company as on the Record Date as may be decided by the Board, post completion of the Rights Issue approved by the Board vide resolution dated March 22, 2024.

Information pertaining to the issue of CCPS with the provisions as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

a)	the size of the issue and number of preference shares to be issued and nominal value of each share	0.001% Compulsory Convertible Preference Shares of Rs. 10 each (Rupees Ten Only) in the ratio of 1:2, i.e., 1 (one) CCPS to be issued and allotted for every 2 (two) Equity Shares held by the existing equity shareholders in the Company as on the Record Date as may be decided by the Board, taking into consideration the equity shares issued pursuant to Rights Issue
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		approved by the Board vide resolution dated March 22, 2024
b)	the nature of such shares i.e., cumulative or non - cumulative, participating– or non - participating, convertible– or non - convertible	Non-Cumulative Compulsory Convertible Preference Shares
c)	the objectives of the issue	To expand the capital base of the Company by capitalizing the reserves and surplus of the Company.
d)	the manner of issue of shares	Bonus Issue
e)	the price at which such shares are proposed to be issued	Not Applicable, as it is the Bonus Issuance of the shares.
f)	the basis on which the price has been arrived at	
g)	the terms of issue, including terms and rate of dividend on each share, etc	As mentioned hereinafter.
h)	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	
i)	the manner and modes of redemption	
j)	the current shareholding pattern of the company	As per details shared in Annexure B hereto.
k)	the expected dilution in equity share capital upon conversion of preference shares	

Terms and Conditions of CCPS:

1. General Terms of the CCPS

- 1.1. Each CCPS shall be a non-cumulative compulsorily convertible preference share.
- 1.2. Each CCPS shall have a face value of INR 10.
- 1.3. Each CCPS shall, at all times, rank *pari-passu* in all respects and without any preference or priority among themselves.
- 1.4. Each CCPS shall carry a preferential right vis-à-vis the shares of the Company with respect to payment of dividend and repayment of capital, subject to the articles of association of the Company.

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2. Dividend Rights

- 2.1. Each CCPS shall be entitled to a preferential dividend on a non-cumulative basis at the rate of 0.001% per annum (“**CCPS Preferential Dividend**”) from the Company in accordance with the applicable laws.
- 2.2. The Company shall not declare, pay or set aside any dividends on the Equity Shares of the Company in a financial year unless it has first declared the CCPS Preferential Dividend and the holders of the CCPS first receive, a dividend on each outstanding CCPS, in an amount at least equal to the CCPS Preferential Dividend. Subsequent to the distribution of CCPS Preferential Dividend, Equity Shares shall receive the Equity Shares dividend.
- 2.3. Upon conversion of the CCPS into Equity Shares, the holders of the CCPS shall be entitled to participate in the dividend on the shares on a *pari passu* basis with the holders of all other shares of the same class.
- 2.4. Nothing contained in this Paragraph 2 would be construed to obligate the Company to declare any dividend. The Company’s board of directors shall have the absolute discretion (exercisable in accordance with the memorandum of association and the articles of association of the Company) to determine the timing and quantum of any dividend that it proposes to declare.

3. Transferability

The holders of CCPS shall be entitled to transfer and/or encumber any of the CCPS, subject to the terms specified in the articles of association of the Company.

4. Conversion of the CCPS and transferability of shares

- 4.1. Subject to compliance with applicable laws, each CCPS shall, at the option of the holder of the CCPS, stand converted into Equity Shares in the ratio of 1:1 (*i.e. one Equity Share shall be issued against one CCPS held*) (“**Conversion Ratio**”), upon the earlier of: (i) 10 (ten) days from the receipt of notice from the holder of CCPS requesting for conversion of the CCPS into Equity Shares; (ii) 1 (one) day prior to the expiry of 5 (five) years from the date of allotment of the CCPS; and (iii) immediately prior to the consummation of an initial public offering of the shares of the Company (“**Conversion Event**”).
- 4.2. The CCPS shall be subject to adjustments for any consolidation or sub-division or splitting up of the securities by the Company, issuance of any bonus Equity Shares or shares in a scheme of arrangement (including amalgamation or demerger), reclassification of shares or variation of rights into other kinds of securities or similar events resulting in reorganization of the equity share

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capital of the Company. If any adjustment contemplated under this Paragraph cannot be undertaken due to applicable law, then the Company, Perseus SG Pte. Ltd. and the holders of CCPS shall mutually discuss and agree on an alternative to achieve the adjustment as aforesaid.

- 4.3. Upon occurrence of the Conversion Event, as per terms of applicable laws, the Company shall complete the conversion of the CCPS and allotment to the holder of the CCPS, of the relevant number of fully paid Equity Shares, which are to be issued upon the conversion of the CCPS, and for this purpose, the Company shall undertake all necessary corporate actions as per applicable laws. No fractional shares shall be issued upon conversion of the CCPS, and the number of Equity Shares to be issued shall be rounded to the nearest whole share.
- 4.4. The CCPS holder shall not be required to pay any amounts to the Company towards the shares at the time of conversion of the CCPS. The Company shall pay all the cost and expenses arising on the issue of the shares pursuant to the conversion of the CCPS including any stamp duty and the statutory filing fees.
- 4.5. The shares issued upon conversion of the CCPS shall be fully paid and free of all encumbrances and shall be freely transferable, subject to restrictions under the articles of association of the Company.
- 4.6. In the event of a proposed sale of CCPS to any third-party purchaser, the CCPS holder, the third-party purchaser and the Company shall mutually agree to such amendments and modifications to the terms of CCPS as may be necessary to reflect the agreed commercial understanding.

5. **Voting Rights**

The CCPS will not carry any voting rights except in case of any resolution placed before the Company (a) which directly affects the rights attached to such CCPS; (b) for winding up of the Company; (c) for the repayment or reduction of Company's equity or preference share capital; or as otherwise provided in the Companies Act, 2013 and other applicable law.

6. **Certificate of Adjustment**

In each case of any adjustment, the Company shall cause any of its directors to compute such adjustment or readjustment and prepare a certificate showing such adjustment or readjustment,

and shall mail such certificate, by mail, postage prepaid, to the holders of CCPS at their address as shown in the Company's statutory registers.

7. No Impairment

The Company shall not avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company but shall at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of CCPS against impairment.

8. Amendment

The rights, privileges and conditions attached to the CCPS may be varied, modified, or abrogated in accordance with the articles of association of the Company and applicable laws.

The Board recommends the passing of the **Special Resolution** as set out in **Item no.3** of the Notice.

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 other than their shareholding or options granted in the Company.

ITEM NO. 4

The Company implemented the 'Grihum–Housing - Employee Stock Option Plan 2021' (ESOP Plan 2021), with a view to attract and retain key talents by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability and create a sense of ownership among employees. The ESOP Plan was approved by the members of the Company by way of a special resolution dated August, 18, 2021, in due compliance with applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory amendments, modification(s), or re – enactments of the Act thereof for the time being in force), read along with rules made thereunder, the provisions of the Articles of Association of the Company.

The Members are informed that to expand the capital base of the Company by capitalising the reserves and surplus, the Company, subject to the approval of shareholders of the Company, intends to issue fully paid-up 0.001% Compulsory Convertible Preference Shares ("CCPS") of Rs. 10 each, as bonus shares. In order, *inter alia*, to extend the said issuance/benefit to the eligible option holders of the Company under the ESOP Plan 2021 of the Company, it is proposed to amend the ESOP Plan 2021 to revise the definition of Shares as follows, to include convertible securities which may be issued upon exercise of options under the ESOP Plan 2021.

'Shares mean the equity shares of the Company having face value of INR 10 and Securities convertible into equity shares and shall include American Depository Receipts (ADRs), Global Depository Receipts (GDRs) or other depository receipts representing underlying equity shares or securities convertible into equity shares and where the context so requires shall include the resultant Shares also. Any shares acquired by the Employee Shareholder in relation to their existing shareholding pursuant to corporate actions like rights issues, bonus issues, splits, consolidation shall also be included within the definition of Shares'.

The draft amended ESOP Plan 2021 will be open for inspection. The Board recommends the passing of the **Special Resolution** as set out in **Item No. 4** of the Notice.

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 other than their shareholding or options granted in the Company.

Place: Pune
Dated: 22 March, 2024

Corporate Office
602, 6th Floor, Zero One IT Park,
Sr. No. 79/1, Ghorpadi,
Mundhwa Road, Pune – 411036

By Order of the Board of Directors
For **Grihum Housing Finance Limited**
(Formerly, Poonawalla Housing
Finance Limited)

Sd/-
Vaishnavi Suratwala
Company Secretary
Membership No. A41827

Information pursuant to the provisions of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Ms. Richa Arora
Director Identification Number (DIN)	07144694
Date of Birth and Age	26/10/1963 (60 Years)
Qualifications	Chevening Scholar from the London School of Economics (2001), MBA from IIM Ahmedabad and Graduate in Economics from Shri Ram College of Commerce, University of Delhi
Experience/ Brief Resume	As specified in the Explanatory Statement to Item No. 1
Terms and conditions of appointment or re appointment	As specified in the Explanatory Statement to Item No. 1
Remuneration proposed to be paid (including sitting fees), if any	As specified in the Explanatory Statement to Item No. 1
Remuneration last drawn (including sitting fees), if any	Not Applicable
Date of first appointment on the Board	13 March, 2024
Shareholding in the Company	Nil
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	Nil
Directorships of other companies (excluding foreign companies)	1. FirstMeridian Business Services Limited
Membership / Chairmanship of Committees of other Boards (excluding foreign companies)	1. FirstMeridian Business Services Limited – a) Audit Committee - Member b) Nomination & Remuneration Committee – Chairperson c) CSR & ESG Committee – Member

Grihum Housing Finance Limited

(Formerly, Poonawalla Housing Finance Limited)

CIN: U65922PN2004PLC208751 | ☎ 020-67808091 | ✉ info@griumphousing.com

Registered Office: 602, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhwa Road, Pune - 411036



GRIHUM
HOUSING FINANCE

Apna Ghar. Apni Pehchan.

Annexure B

Sr. No.	Category	Pre-Issue*		Post- Conversion of all CCPS	
		No of Shares Held	% of Share Holding	No of Shares Held	% of Share Holding
A	Promoters' holding				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	32,12,56,684**	98.78	48,18,85,026**	98.78
	sub-total (A)	32,12,56,684	98.78	48,18,85,026	98.78
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institution				
	Private corporate bodies	-	-	-	-
	Directors and relatives	37,57,055	1.16	56,35,583	1.16
	Indian public	-	-	-	-
	others (including NRIs)	2,22,292	0.06	3,33,438	0.06
	Sub-total (B)	39,79,347	1.22	59,69,021	1.22
	Grand Total	32,52,36,031	100	48,78,54,047	100

*Considering full subscription of the shares to be offered under proposed Rights Issue

**Including shares held by Nominee shareholders on behalf of Perseus SG Pte. Ltd.

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🌐 www.griumphousing.com