NOTICE OF THE 42nd EXTRA ORDINARY GENERAL MEETING TO THE MEMBERS OF GRIHUM HOUSING FINANCE LIMITED

Notice is hereby given that the **42nd Extra Ordinary General Meeting ('EGM')** of the Shareholders of **Grihum Housing Finance Limited** (hereinafter referred to as 'Company/the Company') will be held on **Wednesday, 09 December, 2026 at 10.30 A.M. (IST)** through Video conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following special businesses:

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 at 6th Floor, B Building, Ganga Trueno, Lohegaon, Pune, Maharashtra 411014, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

1. **To consider and approve appointment of Mr. Atul Malik (DIN: 07872539) as a Non-Executive Non-Independent Director of the Company**

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

DRAFT RESOLUTION

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and 160, and any other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable provisions, if any (including any amendment thereto or re-enactment thereof, for the time being in force), Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Reserve Bank of India (Housing Finance Companies) Directions, 2025, read with the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and the Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025, as amended from time to time, the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015, as amended from time to time, 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, Mr. Atul Malik (DIN: 07872539), who was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company, with effect from 03 November, 2026 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 Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 03 November, 2026, subject to compliance with applicable regulatory requirements;

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer, Chief Compliance Officer or the Company Secretary of the Company be and are hereby severally authorized to file the necessary filings

with the Registrar of Companies, the National Housing Bank, the Reserve Bank of India, the Stock Exchanges, the IRDAI, as applicable, and any other regulatory authorities and to do all such acts, things or deeds in connection therewith in order to give effect to the said appointment, as may be considered appropriate and as may be required from time to time;

RESOLVED FURTHER THAT any Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or the Assistant Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution to any authority or such other person as may be required."

By Order of the Board of Directors

For **Grihum Housing Finance Limited**

Sd/-
Himanshu Choradiya
Assistant Company Secretary

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

Date: 3 November, 2026
Place: Mumbai

NOTES:

1. 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 and 22 September, 2025 (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.

2. 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 appointment is provided in Annexure to this Notice.

3. 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.**

4. 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 grihumhousing.com.

5. 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.

6. 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.

7. 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/95901400197?pwd=hYzJuZCPlI3gY9nlazprTpivPqPG4i.1
Meeting ID	959 0140 0197
Password	756300

8. 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 Assistant Company Secretary's email address at himanshu.choradiya@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 to the Members at the Meeting in electronic mode.

9. The Members seeking any information with regard to the matters to be placed at the EGM, are requested to write to the Assistant Company Secretary's email address at himanshu.choradiya@grihumhousing.com. The same shall be taken up in the EGM and replied by the Company suitably.

10. 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.

11. 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.

12. 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 Assistant Company Secretary's email address at himanshu.choradiya@grihumhousing.com. The same will be replied to by the Company suitably.

13. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 42nd Extra Ordinary General Meeting (EGM') of the Members of Grihum Housing Finance Limited, to be held on Wednesday, 09 December, 2026 at 10.30 A.M. (IST) 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.

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 Assistant Company Secretary's email address at himanshu.choradiya@grihumhousing.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 Assistant Company Secretary's email address at himanshu.choradiya@grihumhousing.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 business mentioned in the accompanying Notice.

The Members are hereby informed that the Company had submitted an application to the Reserve Bank of India ("**RBI**") seeking prior approval for a change in the management of the Company, pursuant to the proposed appointment of Mr. Atul Malik (DIN: 07872539) as a Director of the Company. This appointment would result in a change in more than 30% of the Board of Directors (excluding Independent Directors), thereby requiring RBI's prior approval pursuant to paragraph 10 of the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 ("**Governance Directions**"), read with paragraph 105 of the Reserve Bank of India (Housing Finance Companies) Directions, 2025 ("**RBI HFC Directions**").

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), vide its resolution dated 10 February, 2026, had approved the proposed appointment of Mr. Atul Malik (DIN: 07872539) as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company, subject to requisite regulatory and shareholder approvals. The Members are apprised that the RBI has granted its approval vide letter dated 15 October, 2026 for the appointment of Mr. Atul Malik (DIN: 07872539) as a Director on the Board of the Company.

In view of the above and based on the recommendation of the Board of Directors and NRC vide their resolutions dated 03 November, 2026 and 02 November, 2026 respectively it is hereby proposed to appoint Mr. Atul Malik (DIN: 07872539) as a Director in the capacity of the Non-Executive Non-Independent Director on the Board of the Company with effect from 03 November, 2026 liable to retire by rotation as per the provisions of the Act;

The brief profile of Atul Malik is stated below for due consideration of the Members of the Company:

Mr. Atul Malik is a veteran banker with more than 30 years of widespread experience.

Mr. Malik currently serves as a Senior Advisor to TPG for their financial services portfolio.

Prior to joining TPG, Mr. Malik served as a Senior Advisor to General Atlantic for their financial services portfolio. Prior to joining General Atlantic in 2015, Mr. Malik was the CEO of Maritime Bank (one of the largest private banks in Vietnam) from 2012 to 2015. Mr. Malik also acted as a Senior Advisor to Asia Capital & Advisors, a boutique private equity firm, from 2011 to 2012. Between 2007 and 2011, Mr. Malik was the Managing Director and Regional Head Asia - Private and Business Clients of Deutsche Bank with operations covering India, China, and Vietnam. During this period, he was also a member of the: (a) DB Asia Pacific Executive Committee; and (b) Global Private and Business Clients (PBC) Executive Committee. Additionally, Mr. Malik was nominated as the Non-Executive Director of DB China Limited.

Prior to joining Deutsche Bank, Mr. Malik was affiliated with Citibank (since 1988) for a period of 20 years. Mr. Malik held a variety of senior roles at Citibank, the last of which was as the Chief Executive Officer of Citibank Hong Kong (2004 to 2007).

Mr. Malik holds a Master's Degree in Business Administration from the Rice University, USA (1987) and a Bachelor's of Technology Degree from the Indian Institute of Technology, Bombay (1985).

The Members are further apprised that the Company has received necessary disclosures from Mr. Malik including the consent for his appointment as Director of the Company in Form DIR-2, a declaration that he is not disqualified to be appointed as Director in Form DIR-8, notice of his interest in Form MBP-1, the confirmation that he fulfils the requisite conditions specified in the Companies Act, 2013, the Listing Regulations and the Code of Conduct of the Company, for his proposed appointment as a Non-Executive Director of the Company, and a declaration and undertaking regarding his fit-and-proper status pursuant to paragraphs 12 and 13 of the Governance Directions, read with paragraph 115 of the RBI HFC Directions, and the applicable provisions of the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015, as amended ("**IRDAI Corporate Agent Regulations**"). The Board may note that Mr. Malik has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as Director of the Company. Mr. Malik has also confirmed that he is not debarred from holding the office of a Director by virtue of any order passed by SEBI or any such authority. A notice as per Section 160 of the Act has been received from a member of the Company proposing the appointment of Mr. Atul Malik as a candidate for the office of Director of the Company. It may be further noted that the proposed appointment of Mr. Atul Malik as a Non-Executive Non-Independent Director of the Company is required to comply with the RBI HFC Directions, the Governance Directions, the IRDAI Corporate Agent Regulations and the Company's Policy on Fit and Proper Criteria for Directors.

Considering Mr. Malik's qualifications, experience and upon finding him fit and proper for the proposed appointment as the Director in the capacity of Non-Executive Non-Independent Director of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment Mr. Atul Malik (DIN: 07872539) as a Director in the capacity of the Non-Executive Non-Independent Director, not eligible for remuneration or sitting fees for attending the meetings of the Board and Committees thereof.

Information pertaining to the appointment of Mr. Atul Malik 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, Key Managerial Personnel and their relatives are concerned/interested, financially or otherwise, in the aforesaid resolution except Mr. Atul Malik, the proposed Non-Executive Non-Independent Director of the Company.

ANNEXURE A

INFORMATION IN ACCORDANCE WITH THE REQUIREMENT OF PARA 1.2.5 OF THE SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS GIVEN BELOW:

Brief Profile of Mr. Atul Malik (DIN: 07872539)

Name of the Director	Atul Malik
Director Identification Number (DIN)	07872539
Date of Birth and Age	04.01.1963 (63 Years)
Qualifications	Mr. Malik holds a Master's Degree in Business Administration from the Rice University, USA (1987) and a Bachelor's of Technology Degree from the Indian Institute of Technology, Bombay (1985).
Experience/ Brief Resume	Mr. Atul Malik is a veteran banker with more than 30 years of widespread experience. Mr. Malik currently serves as a Senior Advisor to TPG for their financial services portfolio. Prior to joining TPG, Mr. Malik served as a Senior Advisor to General Atlantic for their financial services portfolio. Prior to joining General Atlantic in 2015, Mr. Malik was the CEO of Maritime Bank (one of the largest private banks in Vietnam) from 2012 to 2015. Mr. Malik also acted as a Senior Advisor to Asia Capital & Advisors, a boutique private equity firm, from 2011 to 2012. Between 2007 and 2011, Mr. Malik was the Managing Director and Regional Head Asia - Private and Business Clients of Deutsche Bank with operations covering India, China, and Vietnam. During this period, he was also a member of the: (a) DB Asia Pacific Executive Committee; and (b) Global Private and Business Clients (PBC) Executive Committee. Additionally, Mr. Malik was nominated as the Non-Executive Director of DB China Limited. Prior to joining Deutsche Bank, Mr. Malik was affiliated with Citibank (since 1988) for a period of 20 years. Mr. Malik held a variety of senior roles at Citibank, the last of which was as the Chief Executive Officer of Citibank Hong Kong (2004 to 2007). Mr. Malik holds a Master's Degree in Business Administration from the Rice University, USA (1987) and a Bachelor's of Technology Degree from the Indian Institute of Technology, Bombay (1985).
Nature of expertise in specific functional areas	Banking, Financial Services, Business Development, Partnerships, Strategic Alliances.
Skills and capabilities required for the role and the manner in which the said	The Board considers that in view of his extensive experience in banking, finance, strategic planning, risk management, governance, regulatory matters and business transformation, Mr. Atul Malik possesses the

requirements are met	requisite skills and capabilities necessary to effectively contribute as the Director on the Board. His professional background and leadership experience align with the Board's requirements for financial expertise, strategic oversight, governance excellence, and independent judgment.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No *inter-se* relationship with any other Director or KMP of the Company
Directorships of other companies (excluding foreign companies)	1. Yes Bank Limited 2. Climate Finance India Private Limited
Membership / Chairmanship of Committees of other Boards (excluding foreign companies)	**Membership:** 1. Yes Bank Limited – Audit Committee, Review Committee for classification and declaration of Willful defaulter, Board Credit Committee and Nomination and Remuneration Committee
Names of listed entities in which she/he holds directorships and the membership of committees of the boards of such listed entities	1. Yes Bank Limited
Equity listed Companies and/or other Companies from which he/she resigned in the past three years	Nil
No. of Equity shares held in the Company including beneficial ownerships (As on March 31, 2026)	Nil
Key terms and conditions of appointment	As set out in the resolution and explanatory statement forming part of the Notice and in the letter of appointment to be issued by the Company.
Remuneration / Sitting Fees proposed to be paid	As set out in the resolution and explanatory statement forming part of the Notice and in the letter of appointment to be issued by the Company.
Remuneration last drawn / Sitting Fees (FY 25-26)	Nil
Date of first appointment on Board.	The Board has approved Mr. Malik's appointment as Director in the capacity of the Non-Executive Non-Independent Director with effect from 03 November, 2026, subject to approval of the Members of the Company.
Number of meetings of the Board attended during the Financial Year 2026-27	Mr. Atul Malik attended 1 meeting in the capacity of Non-Executive Non-Independent Director out of a total of 3 Board Meetings held during the Financial Year 2026-27.