

NOTICE

Notice is hereby given that the **21st Annual General Meeting (AGM)** 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, 06 August 2025 at 4:00 P.M.** through Video conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following businesses:

The AGM being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the proceedings of the AGM 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 AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended 31 March 2025 including the Balance Sheet as of 31 March 2025 and Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjeev Mehra (DIN: 07491208), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013 up to ₹ 12,000 Cr.

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

"RESOLVED THAT in supersession of the earlier resolution passed by the Members of the Company at the Annual General Meeting held on 02 June 2023 and pursuant to provisions of Section 180(1)(c) of the Companies Act, 2013 (the Act) and rules framed thereunder or other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per the applicable directions/ guidelines issued by the Reserve Bank of India ("RBI") or National Housing Bank ("NHB") or any other law as may be applicable the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow, from time to time, such sum(s) of money as it deems necessary, including

borrowing through issuance of secured or unsecured, convertible and/or non-convertible debentures (including any sub-debts), bonds (including Foreign Currency Convertible Bonds or FCCBs), commercial papers, refinancing from banks, term loans, working capital demand loans, cash credit, secured or unsecured intercorporate deposits/loans, residential mortgage-backed securities, or any other form of debt or money market instruments, as may be deemed appropriate by the Board. Further such borrowings shall be from banks/ NHB/financial institutions/ lending institutions, or other persons, on such terms and conditions as the Board may determine, subject to the aggregate borrowing (together with any money already borrowed, excluding temporary loans in the ordinary course of business from the Company's bankers) not exceeding ₹ 12,000 Cr (Rupees Twelve Thousand Crores Only) notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose and securities premium;

RESOLVED FURTHER THAT the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to this resolution;

RESOLVED FURTHER THAT a copy of the resolution certified to be true by any of the Directors, Chief Financial officer or the Chief Compliance Officer or the Company Secretary or the Assistant Company Secretary of the Company, be issued to the parties concerned."

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

Sd/-
Pankaj Rathi
Chief Financial Officer

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

Date: 05 July 2025

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 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") 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 AGM 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 re-appointment is provided in Annexure 1 to this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In compliance with the MCA circulars, Notice of the AGM 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 AGM.
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 AGM THROUGH VC' which is enclosed with the Notice of the AGM and shall also be attached separately on the e-mail, with the Notice of the AGM.

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/94993177321?pwd=z4UlhW5W8uHWbjyfeRUeaOgBpxloN8.1
Meeting ID	949 9317 7321
Password	448635

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 by the members at the Meeting in electronic mode.
9. Members seeking any information with regard to the matters to be placed at the AGM, 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 AGM and replied by the Company suitably.
10. The attendance of the Members attending the AGM 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. Members seeking any information with regard to any matter to be placed at AGM are requested to submit their questions in advance, on or before AGM 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 AGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 21st (Twenty First) Annual General Meeting of the Members of Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited), to be held on Wednesday, 06 August 2025 at 04:00 P.M. through Video Conference, by using Zoom Meeting Application.

Instructions for participating the aforesaid AGM 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 AGM 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 AGM 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.

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. 3: Increase in borrowing limit under section 180(1)(c) of the Companies Act, 2013 up to ₹ 12,000 Cr.

Under Section 180(1)(c) of the Companies Act, 2013 ("the Act"), a Company can borrow in excess of the aggregate of its paid-up share capital, free reserves, and securities premium only with shareholders approval via a special resolution. The Company's shareholders initially approved a borrowing limit of ₹ 4,000 Cr on 28 September 2007 under Section 293(1)(d) of the Companies Act, 1956. As Section 180(1)(c) of the Act (corresponding to Section 293(1)(d) of the 1956 Act) also required shareholder approval through a special resolution, the shareholders passed a special resolution on 26 July 2014 to maintain the same borrowing limit. The limit was later increased to ₹ 6,000 Cr on 24 May 2021 and ₹ 8,000 Cr on 02 June 2023, all in compliance with Section 180(1)(c) of the Act. Considering the volume of business and the corresponding expected increase in the borrowings of the Company, it is proposed to increase the authorisation under Section 180(1)(c) of the Companies Act, 2013 for borrowing up to an amount not exceeding ₹ 12,000 Cr (Rupees Twelve Thousand Crore only).

Accordingly, the Board at their meeting held on 22 May 2025, recommended the passing of the resolution as set out in Item 3 for approval of the members as a Special Resolution.

None of the 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.

ANNEXURE 1

INFORMATION PERTAINING TO THE RE-APPOINTMENT OF DIRECTOR IN ACCORDANCE WITH THE REQUIREMENT OF PARA 1.2.5 OF THE SECRETARIAL STANDARDS 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IS GIVEN BELOW:

Brief Profile of Mr. Sanjeev Mehra:

Sr. No.	Particulars	Mr. Sanjeev Mehra
1.	Date of birth	13 September 1982
2.	Age	42 years
3.	DIN	07491208
4.	Qualifications	Master's in business administration from London Business School and an undergraduate degree in Economics from Delhi University.
5.	Experience	10+ Years of Experience
6.	Terms and conditions of appointment and/or reappointment along with details of remuneration sought to be paid	Mr. Sanjeev Mehra is a Non-Executive Director of the Company, liable to retire by rotation as per the provisions of the Companies Act, 2013 (the Act) and other applicable laws, if any. He retires by rotation at this 21 st Annual General Meeting, and being eligible, seeks re-appointment. Presently, Non-Executive Directors of the Company are not entitled to receive sitting fees/remuneration, however he shall be entitled to sitting fees/remuneration if approved by the Board of Directors/Shareholders of the Company in accordance with the provisions of the Act or rules framed thereunder.
7.	Remuneration last drawn (As per audited balance sheet dated 31 March 2025)	Nil
8.	Date of First appointment on the Board	08 September 2023
9.	Shareholding in the Company	Nil
10.	Relationship with other Directors, Managers and/or Key Managerial personnel of the Company.	No inter-se relationship with any other Director or KMP of the Company
11.	Numbers of Board Meeting attended during the Year.	5 (Five) Board Meetings held during FY 2024-25.
12.	Other Directorships	1. Shriram Life Insurance Company Limited 2. Shriram General Insurance Company Limited 3. Climate Finance India Private Limited
13.	Membership/Chairmanship of Committees of other Boards	None