

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

**Policy to Promote Diversity  
on the Board of Directors**

Effective Date: 19.01.2024

Approval Date: 19.01.2024

Version No.: 1.0

Approved By: Board of Directors

Policy Owner: Secretarial Department

Custodian: Company Secretary

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<b>Policy to Promote Diversity on the Board of Directors</b>	Revision Dates:	Version: 1.0

<b>Base Document</b>	:	SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations)
<b>Initial Document Prepared by</b>	:	Company Secretary
<b>Functional aspects Checked by</b>	:	Chief Compliance Officer, Company Secretary
<b>Governing Guideline/Policy</b>	:	SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations)
<b>Legal aspects checked by</b>	:	Chief Compliance Officer, Company Secretary, Vinod Kothari & Company

### Table of Contents

1. PURPOSE
2. DEFINITIONS
3. OBJECTIVE
4. BOARD DIVERSITY
5. REVIEW
6. CHANGE CONTROL RECORD

Subject:	Original Issue Date: 19.01.2024	Effective Date: 19.01.2024
<b>Policy to Promote Diversity on the Board of Directors</b>	Revision Dates:	Version: 1.0

## I. PURPOSE

Grihum Housing Finance Limited (Formerly known as Poonawalla Housing Finance Limited) (hereinafter **“The Company/Grihum”**) believes that diversity in the composition of the Board of Directors has become essential in view of the expansion of business, greater social responsibility, increasing emphasis on Corporate Governance, need for addressing concerns of diverse stakeholders and the necessity for managing risks in the business effectively.

In view of the above, The Nomination and Remuneration Committee of the Company has framed a Policy to promote diversity on the Board of Directors that encourages diversity of thought, experience, knowledge, perspective, age, and gender in the Board. The Policy is intended to set out the approach for diversity in the Board of Directors of the Company so as to ensure that the Board has an appropriate blend of functional and industry expertise.

The Nomination and Remuneration Committee (‘Committee’) is responsible for reviewing and assessing the composition and performance of the Board, as well as identifying appropriately qualified persons to occupy Board positions.

From regulatory perspective this policy is in line with the provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended from time to time.

## II. DEFINITIONS

1. **“Act”** means the Companies Act, 2013 and the Rules framed thereunder, as may be amended from time to time.
2. **“Applicable Laws”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendment thereto (**“Listing Regulations”**) to the extent applicable.
3. **“Board”** shall mean the Board of Directors of the Company.
4. **“Company”** shall mean Grihum Housing Finance Limited (Formerly known as Poonawalla Housing Finance Limited) (**“Grihum”**).
5. **“Committee”** shall mean the Nomination and Remuneration Committee (**“NRC”**) of the Board.

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<b>Policy to Promote Diversity on the Board of Directors</b>	Revision Dates:	Version: 1.0

### III. OBJECTIVE:

As prescribed under the Listing Regulations, one of the key functions of the Board of a listed company is to ensure existence of a transparent board nomination process with a focus on diversity of thoughts, varied experience, industry knowledge, broader perspective, integrity and gender representation.

The primary objective of this Policy is to provide a framework and set standards for having a diversified Board with ability to base its decisions after evaluating multiple options as compared to homogeneous Boards and help improve the performance of the organization significantly. A diversified board not only enhances board effectiveness by ensuring rational, pragmatic and quick decision making but also better understands and connects with the stakeholders to attain the Corporation's stated goals and strategic objectives.

### IV. BOARD DIVERSITY:

1. The Company recognizes the benefits of having a diverse Board and sees increasing diversity at Board level as an essential element in maintaining a competitive advantage. The Company believes that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, race and gender, which will ensure that the Company retains its competitive advantage. The Company further believes that a diverse Board will contribute towards driving business results, make corporate governance more effective, enhance quality and responsible decision-making capability, ensure sustainable development and enhance the reputation of the Company.
2. The Committee shall ensure that the Board shall have an optimum combination of executive, non-executive and independent Directors in accordance with requirements of the Companies Act, Listing Regulations and other statutory, regulatory and contractual obligations of the Company.
3. The Committee shall review the profile of the prospective candidates for appointment as Director on the Board taking in consideration knowledge, experience, financial literacy / expertise, global market awareness and other relevant factors as may be considered appropriate and the Board shall be so formulated with mix of members to maintain high level of ethical standards. The Committee shall also take into consideration the provisions of the Companies Act, SEBI Listing Regulations and other statutory, regulatory and contractual obligations of the Company.
4. The Committee shall suggest the appropriate expertise and diversity required based on future projected activities of the Company.
5. The Committee shall ensure that the Board should have a mix of members with different educational qualifications, knowledge and with adequate experience in finance, accounting, economics, legal and

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regulatory matters, corporate governance, the environment, green technologies, operations of the company's businesses and other disciplines related to the company's businesses.

6. The Company believes in gender diversity. The Company, under the provisions of the Act and Listing Regulations and Rules made there under and the Listing Regulations would have adequate number of woman director on its Board including woman independent director.
7. The Committee shall consider this Policy along with the Charter of Nomination and Remuneration Committee while selecting and recommending a person for appointment as a member of the Board and while evaluating the Board and its members.

#### V. REVIEW:

The Board of Directors or its Committee may review the policy from time to time as may be required. Changes, if any, shall be effective only upon approval by the Board.

#### VI. INTERPRETATION

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made thereunder or Listing Regulations or under other applicable laws.

#### VII. CHANGE CONTROL RECORD:

Version No.	Change Request by	Memorandum of Change	Approval Date
1.0	Secretarial Team	Initial Policy	19.01.2024