NOTICE OF THE 41st EXTRA ORDINARY GENERAL MEETING TO THE MEMBERS OF GRIHUM HOUSING FINANCE LIMITED

Notice is hereby given that the **41st Extra Ordinary General Meeting ('EGM')** of the Shareholders of **Grihum Housing Finance Limited** (hereinafter referred to as 'Company/the Company') will be held on **Tuesday, 08 September, 2026 at 11:00 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 Ms. Saloni Narayan (DIN: 08771219) 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 Sections 149, 150, 152, 160 read with Schedule IV 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), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the extent applicable and the Reserve Bank of India (Housing Finance Companies Directions, 2025, read with the Reserve Bank of India (Non – Banking Financial Companies – Governance) Directions, 2025, as amended from time to time ("RBI HFC Directions"), Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 ("IRDAI") and applicable provisions of other law(s), if any, 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. Saloni Narayan (DIN: 08771219) who was appointed as an Additional Director of the Company with effect from 01 July, 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), and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Non – Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 3 (three) consecutive years with effect from 01 July, 2026;

RESOLVED FURTHER THAT any of the Director, 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 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 of the Director, 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.”

2. **To consider and approve the re-appointment of Mr. Prem Manjooran (DIN: 10310018) as a Non-Executive Independent Director of the Company for a second term of three consecutive years**

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 149, 150, 152, 160 read with Schedule IV 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), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) to the extent applicable and the Reserve Bank of India (Housing Finance Companies) Directions, 2025, read with the Reserve Bank of India (Non – Banking Financial Companies – Governance) Directions, 2025, as amended from time to time (collectively, the “RBI Directions”), Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 (Registration of Corporate Agents) Regulations, 2015), the Articles of Association of the Company and applicable provisions of other law(s), if any, 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 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to re-appoint Mr. Prem Manjooran (DIN: 10310018) as an Independent Director of the Company, not liable to retire by rotation for a second term of three consecutive years with effect from 08 September, 2026 to 07 September, 2029 (both days inclusive);

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the Chief Compliance Officer or the Company Secretary of the Company be and is hereby severally authorized to make all applicable filings and submissions with the Registrar of Companies, the National Housing Bank, the Reserve Bank of India, the Stock Exchanges and any other regulatory authorities and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the said re-appointment, as may be considered appropriate and as may be required from time to time;

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the 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.”

3. **To approve the extension of the payment timeline of the balance subscription amount in respect of the Partly Paid-up Equity Shares issued by the Company to Mr. Manish Jaiswal.**

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (the "Act"), the rules made thereunder, the Articles of Association of the Company, the special resolution passed by the Members of the Company at their meeting held on 10 September 2025 approving the preferential allotment of the partly paid-up equity shares, the terms and conditions of the Letter of Offer dated 09 October 2025 issued by the Company and accepted and executed by Mr. Manish Jaiswal on 10 October 2025 (the "Letter of Offer"), and all other applicable provisions of law, if any (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the approval of the Board of Directors of the Company, the approval of the Members be and is hereby accorded to extend the timeline for payment of the balance subscription amount of INR 8,25,44,091.33 payable by Mr. Manish Jaiswal in respect of 733,269 partly paid-up equity shares of the Company allotted pursuant to the Letter of Offer, by a further period of six (6) months, i.e., on or before 28 February 2027, on the existing terms and conditions of the Letter of Offer;

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the Chief Compliance Officer or the Company Secretary of the Company be and is hereby severally authorised to issue the necessary communication(s), letter(s), confirmation(s), amendment(s) or other document(s) to Mr. Manish Jaiswal in relation to the aforesaid extension and to do all such acts, deeds, matters and things as may be necessary, desirable, incidental or expedient for giving effect to this resolution;

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the Chief Compliance Officer or the Company Secretary of the Company be and is hereby severally authorised to make all necessary applications, filings, intimations and submissions with the Registrar of Companies, the National Housing Bank, the Reserve Bank of India, the Stock Exchange(s), and such other regulatory, statutory or governmental authorities as may be applicable, and to execute, sign and submit all documents, forms, declarations, undertakings and writings, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient for giving effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to undertake such other modifications, variations or amendments to the terms and conditions applicable to the partly paid-up equity shares held by Mr. Manish Jaiswal, including any further extension of the timeline for payment of the balance subscription amount, as the Board may deem fit, in accordance with the Articles of Association of the Company and applicable law;

RESOLVED FURTHER THAT any Director, the Chief Financial Officer, the Company Secretary or the Assistant Company Secretary of the Company be and is hereby severally authorised to issue certified true copies of this resolution to any person, authority or institution as may be required and to do all such acts, deeds and things as may be necessary in connection therewith."

By Order of the Board of Directors

For **Grihum Housing Finance Limited**

Sd/-
Vaishnavi Suratwala
Company Secretary

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

Date: 08 August, 2026
Place: Pune

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/92800961760?pwd=QuaE6tfJo4lmhaCv4MdQFyuj1oqMAU.1
Meeting ID	928 0096 1760
Password	492545

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 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 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 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.

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 Company Secretary's email address at vaishnavi.suratwala@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 41st Extra Ordinary General Meeting (EGM') of the Members of Grihum Housing Finance Limited, to be held on Tuesday, 08 September, 2026 at 11:00 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 Company Secretary’s email address at vaishnavi.suratwala@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 Company Secretary’s email address at vaishnavi.suratwala@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 Businesses mentioned in the accompanying Notice.

ITEM NO. 1:

The Members are being informed that pursuant to the provisions of the Companies Act, 2013 (‘**Act’**), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**Listing Regulations**’) to the extent applicable, the Board of Directors of the Company (“**Board**”) on the recommendation of Nomination and Remuneration Committee (“**NRC**”), *vide* its resolution dated 30 June, 2026 had appointed Ms. Saloni Narayan (DIN: 08771219) as an Additional Director in the capacity of Non-Executive Independent Director on the Board of the Company with effect from 01 July, 2026 in terms of Section 161 of the Act.

The Brief profile of Ms. Saloni Narayan is stated below for due consideration of the Members of the Company:

Ms. Saloni Narayan is a seasoned banking leader with over 37 years of distinguished experience at the State Bank of India (SBI). She retired as Deputy Managing Director (Finance), where she played a key role in shaping the bank’s financial strategy, strengthening regulatory compliance, enhancing governance standards, and fostering strong investor relations.

During her tenure, SBI achieved several landmark milestones, including its largest-ever equity capital raise of Rs. 25,000 crores through a Qualified Institutional Placement (QIP), significant growth in market capitalization, and multiple upgrades from leading global credit rating agencies. She also spearheaded strategic initiatives in financial reporting, corporate governance, digital transformation, and stakeholder engagement. In addition, she oversaw India’s largest retail loan portfolio of approximately Rs. 10 trillion, including Rs. 5 trillion home loan portfolios.

Before leading the Finance function, Ms. Narayan held a number of senior leadership positions across the bank, including Deputy Managing Director – Retail Business, Deputy Managing Director & Chief Operating Officer, and Chief General Manager, Lucknow Circle. She also served in several key roles spanning operations, network management, SME and supply chain business, and strategic planning. Throughout her career, she has been instrumental in driving digital innovation, strengthening retail and SME businesses, enhancing customer experience, and leading transformational initiatives across the organization.

Ms. Narayan holds a bachelor’s degree (Honours) in Economics and is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB). She has also completed executive education programmes at The Wharton School, including *The CFO: Becoming a Strategic Partner* and *Women’s Executive Leadership: Business Strategies for Success*.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Ms. Narayan for appointment as Non - Executive Independent Director of the Company.

The Company has also received necessary disclosures from Ms. Narayan including: (a) the consent for her appointment as a Director of the Company in form DIR-2; (b) a declaration that she is not disqualified to be appointed as Director in form DIR-8; (c) notice of her interest in form MBP-1; (d) a declaration confirming that she has not been convicted for any offence under any of the statutes and a declaration that she meets the criteria of independence as per the provisions of the Act, the Listing Regulations; (e) the confirmation that she fulfils the requisite conditions specified in Section 149(6) and other relevant provisions of the Act, the Listing Regulations and the Code of Conduct of the Company for her proposed appointment as a Non - Executive Independent Director of the Company; and (f) a declaration and undertaking that she fulfills the Fit and Proper criteria prescribed by the Insurance Regulatory Development Authority of India (IRDAI) and the Reserve Bank of India (Housing Finance Companies) Directions, 2025, and the Reserve Bank of India (Non – Banking Financial Companies – Governance) Directions, 2025 (Governance Directions).

The Members may note that Ms. Narayan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as a Non - Executive Independent Director of the Company. Ms. Narayan has also confirmed that she is not debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any such authority.

Further, Ms. Narayan has confirmed that she is in compliance with Rules 6(1), 6(2), and 6(4) 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. She has also confirmed that presently she is not serving as an Independent Director on the board of more than 3 (three) NBFCs (NBFC – Middle Layer or NBFC- Upper Layer) at the same time and shall ensure compliance with the Governance Directions and therefore, no conflict of interest arises as a result of Ms. Narayan’s proposed appointment on the Board of the Company.

The Board is of the opinion that she is a person of integrity and possesses the relevant skills, knowledge and experience relevant to the Company’s business and industry in which the Company operates and fulfils the conditions for appointment as an Independent Director as specified in the Act, the Listing Regulations and is independent of the management of the Company; and the proposed appointment of Ms. Narayan as a Non – Executive Independent Director would be of immense benefit to the Company. She will be eligible for payment of sitting fees as may be approved by the Board from time to time.

Accordingly, In terms of Section 149 read with Schedule IV of Companies Act, 2013, and other applicable provisions of the Act, the Listing Regulations, and any other applicable laws, including any amendment thereto or any modification thereof, considering the skills, experience, knowledge of Ms. Narayan and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Ms. Narayan as Non – Executive Independent Director of the Company not liable to retire by rotation, for a period of 3 (three) consecutive years with effect from 01 July, 2026 to the Members for approval.

Information pertaining to the appointment of Ms. Narayan, 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 Ms. Saloni Narayan, Non-Executive Independent Director of the Company.

ITEM NO.2:

It is being informed that the Members of the Company, at their Extra Ordinary General Meeting held on 03 October 2023, based upon the recommendation of the Board of Directors and the Nomination and Remuneration Committee ("**NRC**"), had approved the appointment of Mr. Prem Manjooran (DIN: 10310018) as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of three consecutive years commencing from 08 September 2023 and ending on 07 September 2026.

As Mr. Manjooran's tenure as an Non-Executive Independent Director is due to expire on 07 September 2026, and considering Mr. Manjooran's knowledge, experience, background and expertise and pursuant to the recommendation of the NRC and the Board of Directors of the Company, at their respective meetings held on 03 August, 2026 and 04 August, 2026, it is proposed to re-appoint Mr. Manjooran as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of three consecutive years commencing from 08 September, 2026 and ending on 07 September, 2029 (both days inclusive).

The brief profile of Mr. Prem Manjooran is stated below for due consideration of the Members:

Mr. Prem Manjooran, aged 58 years, is a Principal and Director of Tantallon Capital Advisors, and is the Chief Investment Officer of the Tantallon India Fund and the Tantallon Asia Impact Fund. Prior to joining Tantallon Capital, he spent 22 years as an equity analyst and specialist investor with The Capital Group Companies. Mr. Manjooran has experience in both market generalist and industry specialist roles in India and Malaysia, the Asian automobile and consumer sectors, as well as banks, property companies, and conglomerates across Asia.

Mr. Manjooran holds a BA in Political Science from Davidson College, which he completed in 1992. He is also the recipient of the C. Shaw Smith Award and was a member of the Board of Trustees of Davidson College from 2009 till 2016, and has served on its 20th & 25th Reunion Committees, Steering Committee and Board of Visitors.

The Company has also received the requisite disclosures and confirmations from Mr. Manjooran including: (a) his consent for re-appointment as a Director of the Company in Form DIR-2; (b) a declaration in Form DIR-8 confirming that he is not disqualified from being re-appointed as a Director; (c) a disclosure of his interest in Form MBP-1; (d) a declaration that he meets the criteria of independence prescribed under the Act and the Listing Regulations; (e) declaration confirming that he has not been convicted for any offence under any of the statutes ; (f) confirmation that he fulfils the requisite conditions specified in the Act, the Listing Regulations and the Code of Conduct of the Company for his proposed re-appointment as a Non – Executive Independent Director of the Company; and (g) a declaration and undertaking that he fulfills the Fit and Proper criteria prescribed under the Insurance Regulatory Development Authority of India (Registration of Corporate Agents) Regulations, 2015 and the Reserve Bank of India Housing Finance Companies) Directions, 2025, read with the Reserve Bank of India (Non – Banking Financial Companies – Governance) Directions, 2025 (Governance Directions), as amended from time to time.

The Members are informed that Mr. Manjooran has confirmed that he is not aware of any circumstance or situation that exists or may reasonably be anticipated to exist and that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India (SEBI) or any such authority.

Further, Mr. Manjooran has confirmed that he is in compliance with Rules 6(1) 6(2), and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. He has also confirmed that presently he is not serving as an Independent Director on the board of more than 3 (three) NBFCs classified as NBFC – Middle Layer or NBFC- Upper Layer at the same time and shall ensure compliance with the Governance Directions. The NRC and the Board has considered the directorships held by Mr. Manjooran and is satisfied that his proposed re-appointment would not result in any conflict of interest or non-compliance with the applicable directorship limits under the Governance Directions.

In the opinion of the Board, Mr. Manjooran is a person of integrity, possesses the requisite expertise, experience and capabilities, fulfils the applicable conditions specified under the Act, the Listing Regulations and the Governance Directions for his re-appointment as an Independent Director and is independent of the management of the Company.

Accordingly, pursuant to Sections 149, 150, 152 read with Schedule IV of Companies Act, 2013, and other applicable provisions of the Act, the Listing Regulations, and any other applicable laws, including any amendment thereto or any modification thereof, considering the skills, experience, knowledge and performance of Mr. Manjooran and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the re-appointment of Mr. Prem Manjooran as Non – Executive Independent Director of the Company not liable to retire by rotation, for a second term of three consecutive years with effect from 08 September, 2026 to 07 September, 2029 (both days inclusive).

Information pertaining to the re-appointment of Mr. Prem Manjooran (DIN: 10310018) 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. 02 of the Notice.

None of the Directors, Key Managerial Personnel and/or their relatives are concerned/interested, financially or otherwise, in the aforesaid resolution except Mr. Prem Manjooran (DIN: 10310018) Non-Executive Independent Director of the Company.

ITEM NO. 3:

The Members may note that the Board of Directors and the Members of the Company, at their respective meetings held on 02 September 2025 and 10 September 2025, approved the issuance of 733,269 partly paid-up equity shares of the Company ("**PPS**") having a face value of INR 10 each to Mr. Manish Jaiswal, by way of private placement on a preferential allotment basis.

Pursuant to the Letter of Offer issued by the Company on 09 October 2025 and duly accepted and executed by Mr. Manish Jaiswal on 10 October 2025 (“**Letter of Offer**”), the Company allotted 733,269 PPS to Mr. Manish Jaiswal. The PPS were allotted against an initial subscription amount of INR 0.01 (One Paisa) per PPS, aggregating to INR 7,332.69. In accordance with the terms of the Letter of Offer, the balance subscription amount of INR 8,25,44,091.33 was required to be paid within a period of 12 months from 31 August 2025 i.e., on or prior to 31 August 2026.

In terms of Article 40 of the Articles of the Association of the Company, the Board may, from time to time, at its discretion, extend the time fixed for the payment of any call. The Members are further informed that the Board of Directors, vide its resolution dated 08 August, 2026, with a view to providing additional time and flexibility to Mr. Manish Jaiswal for payment of the balance subscription amount towards the PPS, approved the extension of the timeline for payment of the balance subscription amount for a further period of six (6) months, i.e., up to 28 February 2027, subject to the approval of the Members of the Company and regulatory approvals, if any.

Except for the proposed extension of the payment timeline, all other terms and conditions governing the PPS under the Letter of Offer including the amount payable in respect thereof, shall remain unchanged.

Given that the proposed extension would modify the payment timeline forming part of the terms approved by the Members at their meeting held on 10 September 2025, the approval of the Members is being sought to extend the timeline for payment of the balance subscription amount in respect of the aforesaid PPS up to 28 February 2027, on the existing terms and conditions of the Letter of Offer and the allotment.

The Board therefore recommends the resolution at Item No. 03 of the Notice for the approval of the 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

ANNEXURE A

INFORMATION 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 Ms. Saloni Narayan (DIN: 08771219) and Mr. Prem Manjooran (DIN: 10310018)

Name of the Director	**Ms. Saloni Narayan**	**Mr. Prem Manjooran**
Director Identification Number (DIN)	08771219	10310018
Date of Birth and Age	30 November, 1965 (60 Years)	15 July, 1968 (58 Years)
Qualifications	Ms. Narayan holds a bachelor's degree (Honours) in Economics and is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB). She has also completed executive education programmes at The Wharton School, including *The CFO: Becoming a Strategic Partner* and *Women's Executive Leadership: Business Strategies for Success*.	BA in Political Science from Davidson College, United States of America, completed in 1992. Master's in business administration from Indian Institute of Management Calcutta and an undergraduate degree in Commerce from Shri Ram College of Commerce, Delhi.
Experience/ Brief Resume	Ms. Saloni Narayan is a seasoned banking leader with over 37 years of distinguished experience at the State Bank of India (SBI). She retired as Deputy Managing Director (Finance), where she played a key role in shaping the bank's financial strategy, strengthening regulatory compliance, enhancing governance standards, and fostering strong investor relations. During her tenure, SBI achieved several landmark milestones, including its largest-ever equity capital raise of Rs. 25,000 crores through a Qualified Institutional Placement (QIP), significant growth in market capitalization, and multiple upgrades from leading global credit rating	Mr. Prem Manjooran, aged 58 years, is a Principal and Director of Tantallon Capital Advisors, and is the Chief Investment Officer of the Tantallon India Fund and the Tantallon Asia Impact Fund. Prior to joining Tantallon Capital, he spent 22 years as an equity analyst and specialist investor with The Capital Group Companies. Mr. Manjooran has experience in both market generalist and industry specialist roles in India and Malaysia, the Asian automobile and consumer sectors, as well as banks, property companies, and conglomerates across Asia. Mr. Manjooran has done BA in Political Science from Davidson College in 1992. He is also the recipient of the C. Shaw Smith Award and was a member of the

Name of the Director	Ms. Saloni Narayan	Mr. Prem Manjooran
	agencies. She also spearheaded strategic initiatives in financial reporting, corporate governance, digital transformation, and stakeholder engagement. In addition, she oversaw India's largest retail loan portfolio of approximately Rs. 10 trillion, including Rs. 5 trillion home loan portfolios. Before leading the Finance function, Ms. Narayan held a number of senior leadership positions across the bank, including Deputy Managing Director – Retail Business, Deputy Managing Director & Chief Operating Officer, and Chief General Manager, Lucknow Circle. She also served in several key roles spanning operations, network management, SME and supply chain business, and strategic planning. Throughout her career, she has been instrumental in driving digital innovation, strengthening retail and SME businesses, enhancing customer experience, and leading transformational initiatives across the organization. Ms. Narayan holds a bachelor's degree (Honours) in Economics and is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB). She has also completed executive education programmes at The Wharton School, including *The CFO: Becoming a Strategic Partner* and *Women's Executive*	Board of Trustees of Davidson College from 2009 to 2016. He has also served on its 20th & 25th Reunion Committees, Steering Committee and Board of Visitors.

Name of the Director	Ms. Saloni Narayan	Mr. Prem Manjooran
	Leadership: Business Strategies for Success.	
Nature of expertise in specific functional areas	Banking, Financial Services, Business Development, Partnerships, Strategic Alliances.	Banking, Financial Services, Business Development, Equity analyst
Skills and capabilities required for the role and the and the manner in which the said requirements are meet	The Board considers that in view of her extensive experience in banking, finance, strategic planning, risk management, governance, regulatory matters, stakeholder engagement, and business transformation, Ms. Saloni Narayan possesses the requisite skills and capabilities necessary to effectively contribute as an Independent Director on the Board. Her professional background and leadership experience align with the Board's requirements for financial expertise, strategic oversight, governance excellence, and independent judgment.	The Board considers investment-management experience, financial acumen, strategic oversight, risk management, knowledge of financial services, corporate-governance experience and independent judgment to be among the relevant skills and capabilities required for the role. Mr. Manjooran possesses these skills and capabilities through his extensive experience as an investment professional across India and other Asian markets and through his contribution to the Board and its Committees during his first term.
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	No *inter-se* relationship with any other Director or KMP of the Company
Directorships of other companies (excluding foreign companies)	1. Aditya Birla Capital Limited	Nil
Membership / Chairmanship of Committees of other Boards (excluding foreign companies)	**Membership:** 1. Aditya Birla Capital Limited - Corporate Social Responsibility Committee and Stakeholder Relationship Committee.	Nil
Names of listed entities in which she/he holds directorships and the membership of committees of the boards of such listed entities	1. Aditya Birla Capital Limited	Nil
Equity listed Companies	Nil	Nil

Name of the Director	Ms. Saloni Narayan	Mr. Prem Manjooran
and/or other Companies from which he/she resigned in the past three years		
No. of Equity shares held in the Company including beneficial ownerships (As on March 31, 2026)	Nil	Nil
Key terms and conditions of appointment/reappointment	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.	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.	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	Rs. 17,90,000 (Rupees Seventeen Lakhs Ninety Thousand Only)
Date of first appointment on Board.	01 July, 2026	08 September, 2023
Number of meetings of the Board attended during the Financial Year 2026-27	Ms. Saloni Narayan attended 01 meeting in the capacity of Non-Executive Independent Director out of a total of 02 Board Meeting held during the financial year 2026-27.	Mr. Prem Manjooran attended 02 meeting in the capacity of Non-Executive Independent Director out of a total of 02 Board Meeting held during the financial year 2026-27.
Justification for appointment of Independent Director (including skills and capabilities required for the role)	Ms. Saloni Narayan's appointment as an Independent Director is justified by her extensive experience in the banking and financial services sector, including her tenure at State Bank of India. She brings strong expertise in financial management, risk oversight, and corporate governance, along with significant board and audit committee experience. Her strategic insight and domain knowledge make her well-suited for the role.	Based on his performance, the Board is satisfied that the proposed appointee has demonstrated effective leadership, sound judgment, and a strong commitment to the highest standards of corporate governance. His active participation, independent and objective views, strategic guidance, and valuable contributions to the deliberations of the Board and its Committees have significantly supported the Company's business operations, risk management, financial oversight, regulatory compliance, and stakeholder interests.