

13 May, 2024

To,
BSE Limited
Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai – 400 001

(Company Code: 10828)

Subject: Annual Secretarial Compliance Report for the year ended 31st March 2024 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, ('SEBI Listing Regulations').

Dear Sir/Madam,

Pursuant to the provisions of Regulation 24A (2) of SEBI Listing Regulations, we are attaching herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2024.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Grihum Housing Finance Limited**
(Formerly, Poonawalla Housing Finance Limited)

Vaishnavi Suratwala
Company Secretary

Enclosed: As below

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near EktaBhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523; Cel.: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Secretarial Compliance Report of Grihum Housing Finance Limited

(Formerly, Poonawalla Housing Finance Limited)

For the financial year ended on March 31, 2024

(Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We have conducted the review of the compliance of the applicable SEBI Regulations and circulars/guidelines issued thereunder ("SEBI Regulations") for Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited), which has listed its debt securities and is categorized as a high value debt listed entity (hereinafter referred as 'the listed entity'), having its Registered office at 602, 6th Floor, Zero One IT Park, Survey No. 79/1, Chorpadi, Mundhwa Road, Pune, Maharashtra, India, 411036. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the compliances under the SEBI Regulations and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and subject to the reporting made hereinafter:

We, M Siroya and Company, Company Secretaries, represented by Mr. Mukesh Siroya, Proprietor, have examined:

- (a) all the documents and records made available to us and explanation provided by Grihum Housing Finance Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR");



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (during the period under review not applicable to the Company);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (during the period under review not applicable to the Company);
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (during the period under review not applicable to the Company);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (during the period under review not applicable to the Company);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
- (k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the Period under review).

based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended below:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-



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Sr. No.	Compliance Requirement (Regulations/circulars / guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors	SEBI LODR Regulation 17(1)(a) and 17(1E)	Delay in filling casual vacancy caused on account of resignation of woman director on the Board	None	None	Upon resignation of the erstwhile woman director of the Company effective September 8, 2023, the Company did not have a woman director on its Board. As per the provisions of second proviso to Section 149(1) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 17(1)(a) and 17(1E) of the SEBI Listing Regulations, the Company was required to fill the said position of woman director by or before	Nil	Upon resignation of the erstwhile woman director of the Company effective September 8, 2023, the Company did not have a woman director on its Board. As per the provisions of second proviso to Section 149(1) of the Companies Act, 2013 and Rules framed thereunder read with Regulation 17(1)(a) and 17(1E) of the SEBI Listing Regulations, the Company was required to fill the said position of woman director by or before	Upon resignation of the erstwhile woman director from the position of Independent Director of the Company effective 08 September 2023, the Company did not have woman director on its Board. After identifying and evaluating suitable candidates for the aforesaid position, the Board of Directors and the Shareholders of the Company appointed Ms. Richa Arora as an Independent	Ms. Richa Arora (DIN: 07144694) is appointed as an Independent Woman Director on the Board of the Company w.e.f. 13th March 2024. The composition of Board is fully complied with as on 31st March 2024.



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						<p>December 7, 2023.</p> <p>However, the said vacancy was filled by the Company on March 13, 2024 by appointing Ms. Richa Arora as an Independent Director (woman) w.e.f. March 13, 2024.</p> <p>The provisions of Regulation 17(1)(a) and 17(1E) of the SEBI Listing Regulations were applicable to the Company effective from December 15, 2023 on 'comply or explain basis' until March 31, 2024 and on a mandatory basis thereafter upon the Company becoming the 'high value debt listed entity'.</p>		<p>December 7, 2023.</p> <p>However, the said vacancy was filled by the Company on March 13, 2024 by appointing Ms. Richa Arora as an Independent Director (woman) w.e.f. March 13, 2024.</p> <p>The provisions of Regulation 17(1)(a) and 17(1E) of the SEBI Listing Regulations were applicable to the Company effective from December 15, 2023 on 'comply or explain basis' until March 31, 2024 and on a mandatory basis thereafter upon the Company becoming the 'high value debt listed entity'.</p>	<p>Director on the Board w.e.f. 13 March, 2024.</p>	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulations / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice / Warning)	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks
This report was not applicable to the Company in the previous year										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p>	NA	There was no appointment/reappointment of Statutory Auditors during the Review Period.



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	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/ its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be,</p>	NA	<p>There was no such instance of resignation during the year in the Company. The Company doesn't have any material subsidiary.</p>



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	<p>deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	<p>There was no such instance of resignation during the year in the Company. The Company doesn't have any material subsidiary.</p>

*Observations / Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



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III. We hereby report that, during the Review Period, the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	Adoption and timely Updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to 	Yes Yes NA	- - Not applicable on the previous year's annual report i.e. for FY 2022-23 as Regulation 27 has become applicable on the Company for the first-time during FY 2023-24.



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	the relevant document(s)/ section of the website		
4	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	To examine details related to Subsidiaries of listed entities: a. Identification of material subsidiary companies b. Requirements with respect to disclosures of material as well as other subsidiaries	NA NA	The Company doesn't have any material subsidiary The Company doesn't have any material or other subsidiary
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations:	Yes	-
8	Related Party Transactions: a. The listed entity has obtained prior approval of Audit Committee for all Related party transactions b. The listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	- Since answer to para 8(a) is in the positive



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9	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NA	The Company is a high value debit listed entity and its equity shares are not listed and therefore the provisions of Regulation 30 of SEBI LODR are not applicable.
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company acquired a software for maintaining the Structured Digital Database (SDD) in the previous year 2022-23 and the same has been made functional w.e.f. April 01, 2023.
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No action taken against company and its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder
12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc	Yes	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.



M Siroya and Company **Company Secretaries**

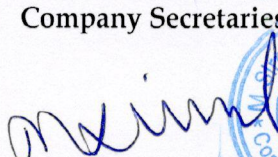
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Note: Upon the allotment of NCDs during the June quarter, the Company had become a 'high value debt listed entity' w.e.f. June 16, 2023 in accordance with Regulation 15 (1A) of the SEBI Listing Regulations and accordingly the Company was required to comply with the provisions of Regulations 15 to Regulation 27 of the SEBI Listing Regulations with effect from December 15, 2023 on a 'Comply or Explain basis' till 31 March, 2024 and on a mandatory basis effective 1 April, 2024.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M Siroya and Company
Company Secretaries

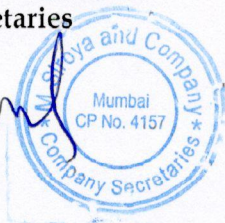

Mukesh Siroya
Proprietor

FCS No.: 5682

CP No.: 4157

UDIN: F005682F000298854

PR No: 1075/2021



Date: May 03, 2024

Place: Mumbai

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

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'Annexure A'


To,

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

Our report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of SEBI laws, rules, regulations, circulars and guidelines is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
5. As regards the books, papers, forms, reports and returns filed by the Company under these regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.

For M Siroya and Company
Company Secretaries


Mukesh Siroya
Proprietor

FCS No.: 5682; CP No.: 4157
UDIN: F005682F000298854
PR No: 1075/2021

Date: May 03, 2024

Place: Mumbai