

Notice

Notice is hereby given that the **20th 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 at a shorter notice on Tuesday, 14 May, 2024 at 5:00 P.M. through Video Conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following Ordinary 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 602, 6th Floor, Zero One IT Park, Survey No. 79/1, Ghorpadi, Mundhawa Road, Pune- 411036, which shall be the deemed venue of the AGM.

1. To receive, consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31 March, 2024 including the Balance Sheet as at 31 March, 2024 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. Puneet Bhatia (DIN: 00143973), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.
3. To appoint M/s. Sharp & Tannan Associates, Chartered Accountants as Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and pursuant to the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated

27 April, 2021 issued by Reserve Bank of India (RBI Guidelines) and applicable provisions of other law(s), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, M/s. Sharp & Tannan Associates, Chartered Accountants, having Firm Registration Number 109983W, be and is hereby appointed as the Statutory Auditor of the Company for a continuous period of 3 (three) years, to hold office from the conclusion of this 20th Annual General Meeting (AGM) until the conclusion of the 23rd AGM of the Company, at such remuneration, taxes and out of pocket expenses as may be approved by the Board of Directors of the Company on the recommendation of the Audit Committee;

RESOLVED FURTHER THAT any Director, Chief Financial Officer, Chief Compliance Officer or the Company Secretary of the Company be and are hereby severally authorized to take all such actions as may be deemed necessary to give effect to the above resolution."

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

Sd/-
Vaishnavi Suratwala
Company Secretary
Membership No. A41827

Registered Office:

602, 6th Floor, Zero One IT Park,
Survey No. 79/1, Ghorpadi, Mundhawa Road,
Pune – 411036
Date: 8th May, 2024

NOTES:

1. Shorter Notice consent has been received from not less than ninety-five per cent of the Members entitled to vote at the AGM.
2. 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 and 25 September, 2023 (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.
3. 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.
4. 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.**
5. 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 <https://grihumhousing.com/>.
6. 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.
7. 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.
8. 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	https://zoom.us/j/92936773062?pwd=T0pYS0g0L09mMlM0T1VuSitzQk4zZz09
Meeting Link	0g0L09mMlM0T1VuSitzQk4zZz09
Meeting ID	929 3677 3062
Password	819835
9. 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: vaishnavi.suratwala@grihumhousing.com. An extract of such documents would be sent to the members on their registered email address. The same will also be made available for inspection by the members at the Meeting in electronic mode.
10. Members seeking any information with regard to the matters to be placed at the AGM, are requested to write to the Company Secretary at vaishnavi.suratwala@grihumhousing.com. The same shall be taken up in AGM and replied by the Company suitably.
11. 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.
12. The documents, if any, referred in the Explanatory Statement will be made available for inspection by the members at the Meeting in electronic mode.
13. 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 Company Secretary's email address i.e. vaishnavi.suratwala@grihumhousing.com. The same will be replied by the Company suitably.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

Instructions for participating in the 20th (Twentieth) Annual General Meeting of the Members of Grihum Housing Finance Limited (Formerly, Poonawalla Housing Finance Limited), to be held at a shorter notice on 14 May, 2024 at 5:00 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 Wifi connected to your device.

Other instructions:

1. Please note that, if you have already downloaded /using Zoom Application, then you need not to 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 Company Secretary 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, Ms. Vaishnavi Suratwala, at vaishnavi.suratwala@grihumhousing.com. or Contact at 020-67808091.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard – 2 on General Meetings

Item No. 3 – Appointment of Statutory Auditors

The Members are being informed that pursuant to the provisions of Section 139 of the Companies Act, 2013 (the Act) read with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCS (including HFCs) dated 27 April, 2021 issued by RBI (RBI Guidelines), the Company is required to appoint the Statutory Auditor for a continuous period of 3 (three) years, subject to the audit firm satisfying the eligibility norms as specified in the RBI Guidelines and the Act.

In view of the above, the Members of the Company had, at the 17th Annual General Meeting (AGM) of the Company held on 18 August, 2021, appointed M/s. G.D. Apte & Co, as the Statutory Auditors of the Company for a period of three years i.e. from the conclusion of 17th AGM till the conclusion of this 20th AGM of the Company. Accordingly, since the term of M/s. G.D. Apte & Co, as the Statutory Auditors of the Company will expire upon conclusion of this 20th AGM, the Board of Directors of the Company at its meeting held on 3 May, 2024, upon recommendation of the Audit Committee, considered, approved and recommended for approval of the Members of the Company, the appointment of M/s. Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 109983W), as the Statutory Auditors of the Company for a continuous period of 3 years from the conclusion of this 20th AGM till the conclusion of the 23rd AGM of the Company. M/s. Sharp &

Tannan Associates shall be entitled to such remuneration, taxes and out of pocket expenses as may be approved by the Board of Directors of the Company on the recommendation of the Audit Committee.

M/s. Sharp & Tannan Associates, Chartered Accountants was established in 1932, and has 22 partners and 500 staff expanded over 10 branches. The firm possess extensive expertise in effectively managing well-known non-banking financial company (NBFC) entities and is ranked in Top-10 assurance firms in India as per Prime Academy 2018 report. The firm provides professional services like auditing, internal audits and taxation services to clients in India.

M/s. Sharp & Tannan Associates have consented to their appointment as Statutory Auditors of the Company vide their letter dated 22 April, 2024 and confirmed that their appointment, if made, would be within the limits specified under the Act and the RBI Guidelines and that they are not disqualified from being appointed as Statutory Auditors of the Company.

The Board of Directors recommends the resolution set out in Item No. 3 of the Notice to the Members for their consideration and approval, by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Annexure 1

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

Brief Profile of Mr. Puneet Bhatia:

Sr. No.	Particulars	Mr. Puneet Bhatia
1	Date of birth	16 December, 1966
2	Age	57 years
3	DIN	00143973
4	Qualifications	Masters in business administration from Indian Institute of Management Calcutta and an undergraduate degree in Commerce from Shri Ram College of Commerce, Delhi.
5	Experience	30+ Years of Experience
6	Terms and condition of appointment and/or reappointment along with details of remuneration sought to be paid	Mr. Puneet Bhatia 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 20 th 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 March 31, 2024)	Nil
8	Date of First appointment on the Board	8 September, 2023
9	Shareholding in the Company	Nil
10	Relationship with other Directors, Managers and/or Key Managerial personnel of the Company	None
11	Numbers of Board Meeting attended during the Year	Attended all 4 (four) Board Meetings held during the FY 2023-24 after his appointment on the Board
12	Other Directorships	<ol style="list-style-type: none"> 1. Manipal Health Enterprises Private Limited 2. Sai Life Sciences Limited 3. UPL Sustainable Agri Solutions Limited 4. Flare Estate Private Limited 5. Pinewood Estates Private Limited 6. Havells India Limited 7. TPG Capital India Private Limited 8. Jana Capital Limited 9. SCCA Propertymart Private Limited 10. Fractal Analytics Private Limited
13	Membership/Chairmanship of Committees of other Boards	<p>Membership:</p> <ol style="list-style-type: none"> 1. TPG Capital India Private Limited- Corporate Social Responsibility Committee 2. Sai Life Sciences Limited- Corporate Social Responsibility and Nomination and Remuneration Committee 3. Manipal Health Enterprises Private Limited - Compensation & Remuneration Committee and Executive Committee 4. Fractal Analytics Private Limited - Audit & Risk Committee 5. Havells India Limited – Nomination and Remuneration Committee <p>Chairmanship:</p> <ol style="list-style-type: none"> 1. Fractal Analytics Private Limited - Nomination & Remuneration Committee and Corporate Social Responsibility & Environmental, Social, and Governance Committee