

NOTICE OF THE 40th EXTRA ORDINARY GENERAL MEETING TO THE MEMBERS OF GRIHUM HOUSING FINANCE LIMITED AT A SHORTER NOTICE

Notice is hereby given that the **40th Extra Ordinary General Meeting ('EGM')** of the Shareholders of **Grihum Housing Finance Limited** (hereinafter referred to as 'Company/the Company') will be held on **Monday, 02 March, 2026 at 11:00 A.M.** 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.

ITEM NO. 1 – To consider and approve the Appointment of Mr. Arjun Chowdhry (DIN: 02947622) as an Executive Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 149, 152 and 161 of the Companies Act, 2013 (“the Act”), read with Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions, sections, rules of the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (Housing Finance Companies) Directions, 2025, read with the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and the Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022, along with other applicable circulars and guidelines issued by the Reserve Bank of India from time to time, Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 and any other applicable provisions of other law(s), rules, regulations and guidelines, 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, Mr. Arjun Chowdhry (DIN: 02947622) who was appointed as the Additional Director of the Company with effect from 10 February, 2026, by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, who shall hold office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Executive Director of the Company, not liable to retire by rotation;

RESOLVED FURTHER THAT any of the Directors, 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;

Grihum Housing Finance Limited

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RESOLVED FURTHER THAT any of the Directors, 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.”

ITEM NO. 2 – To consider and approve the Appointment of Mr. Arjun Chowdhry (DIN: 02947622) as the Managing Director (“MD”) of the Company

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

RESOLVED FURTHER THAT pursuant to Sections 196, 197, 198 and 203 of the Companies Act, 2013 (the “Act”), read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions of the Act, if any, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (Housing Finance Companies) Directions, 2025, read with the Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025, and the Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022, along with other applicable circulars and guidelines issued by the Reserve Bank of India from time to time, the Insurance Regulatory and Development Authority of India (Registration of Corporate Agents) Regulations, 2015 and any other applicable provisions of other law(s), rules, regulations and guidelines, 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 the Remuneration Policy of the Company, and based on the recommendation of Nomination & Remuneration Committee, Audit Committee and Board of Directors, the approval of the Members of the Company be and is hereby accorded for appointment of Mr. Arjun Chowdhry (DIN: 02947622) (who was appointed as the Chief Executive Officer of the Company with effect from September 2, 2025) as the Managing Director of the Company for a term not exceeding 5 (five) years with effect from 10 February, 2026, not liable to retire by rotation and on such terms and conditions, including the remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years or during such financial years when the loss or inadequacy arises, whichever is lower), with liberty to the Board of Directors of the Company (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, from time to time, as it may deem fit and as may be agreed to between the Board of Directors and Mr. Chowdhry, provided that such alteration or variation, as the case may be, is within the overall limits as prescribed under Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Nomination and Remuneration Committee thereof be and is hereby authorized to alter, vary and / or revise the remuneration within the overall limits approved herein, and to settle any question or difficulties in connection therewith or incidental thereto and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time, with power to the said Committee to further delegate its powers to any of its members or to any officers or employees of the Company;

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RESOLVED FURTHER THAT any of the Directors, the Chief Financial Officer, the 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 Directors, 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.”

Item No. 3 – To consider and approve the formulation, adoption and implementation of the Grihum Employee Stock Option Plan - 2026 and grant of stock options to the employees under the Grihum Employee Stock Option Plan – 2026

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), Section 67 and all other applicable provisions, if any, of the Companies Act, 2013, read along with Rule 12 and Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and any other rules framed there under, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions of any competent authority(ies), as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed by such competent authority(ies) while granting such approvals, permissions and sanctions, approval and consent of Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”) and/or the Nomination and Remuneration Committee (“**NRC**”) to introduce, offer, issue and allot employee stock options of the Company (“**Options**”) in accordance with the provisions of the ‘**Grihum Employee Stock Option Plan - 2026**’ (hereinafter referred to as the “**Plan**”), exercisable in aggregate into not more than 94,27,083 (Ninety Four Lakhs Twenty Seven Thousand Eighty Three) equity shares of the Company, with each such option exercisable for 1 (one) equity share of a face value of Rs.10/- (Indian Rupees Ten) each fully paid-up (“**Equity Shares**”), through the Grihum Housing Finance ESOP Trust or any new trust set up by the Board and / or NRC (“**Trust**”), on payment of the requisite exercise price, to the **Eligible Employees** (as defined in the Plan) as may be determined by the NRC, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the NRC in accordance with the Plan and applicable law;

RESOLVED FURTHER THAT upon a valid exercise of the Options granted under the Plan, the NRC be and is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Plan and other applicable laws in force and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares;

RESOLVED FURTHER THAT the NRC is empowered to make adjustments, in their sole and absolute discretion, in accordance with the provisions of the Plan and applicable law to the terms of grant and / or offer made under the Plan in case of any corporate action(s), including but not limited to, rights issues, bonus issues, change in capital structure, merger and sale of division / undertaking or other re-organization, change in capital, or sub-division or consolidation of Equity Shares;

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RESOLVED FURTHER THAT the NRC be and is hereby authorized at any time to implement, formulate, evolve, decide upon and bring into effect the Plan, to approve the grant letter, application form, and other related documents in terms of the Plan, to grant stock options to the identified eligible employees (including deciding the number of options to be granted to eligible employees), to allot Equity Shares upon exercise of the stock options by the eligible employees, and to modify, change, vary, alter, amend, revise, suspend or terminate the Plan subject to the compliance with the applicable laws and regulations, including but not limited to, amendment(s) with respect to price, vesting / exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan in such manner as they may determine in their sole discretion and to do all such acts, deeds, matters and things as they may in their absolute discretion deem fit, for such purpose and to amend, alter or modify the terms of the trust deed of the Trust, appoint new trustees for the Trust and / or do all such acts, deeds, matters and things as they may in their sole discretion, deem fit for implementing and administering the Plan through the Trust, including but not limited to setting up a new trust for implementing and administering the Plan, and also to settle any issues, questions, difficulties or doubts that may arise in this regard and to issue the Equity Shares pursuant to the proposed Plan without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereof;

RESOLVED FURTHER THAT the NRC be and is hereby authorized to do all such acts, deeds, and things, as they may, at their absolute discretion, deem necessary including authorizing or directing the NRC to appoint advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan, to file all documents required to be filed in this regard, to settle all such questions or difficulties that may arise and to take all such steps and decisions as may be required in this regard;

RESOLVED FURTHER THAT a copy of the resolution certified to be true by any of the Directors, Chief Financial officer, Chief Compliance Officer, 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**

Sd/-

Vaishnavi Suratwala
Company Secretary

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

Date: 24.02.2026

Place: Pune

NOTES:

1. Shorter Notice consent has been received from majority of members entitled to vote and who represent not less than 95% of the paid-up share capital of the Company.
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, 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.
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 appointment is provided in Annexure to this Notice.
4. 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.**
5. 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 griumhousing.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 EGM.
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 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.
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:

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Zoom Meeting Link	https://zoom.us/j/99527507697?pwd=4QjyC1g5rgPGmSZRlxjDeDGrSQKcE0.1
Meeting ID	995 2750 7697
Password	934499

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 at vaishnavi.suratwala@griumphousing.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.
10. 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@griumphousing.com. The same shall be taken up in the EGM and replied by the Company suitably.
11. 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.
12. 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.
13. 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@griumphousing.com. The same will be replied to by the Company suitably.
14. Since the EGM will be held through VC/OAVM, the Route Map is not annexed to the notice.

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Instructions for participating in the 40th Extra Ordinary General Meeting (EGM') of the Members of Grihum Housing Finance Limited, to be held on Monday, 02 March, 2026 at 11:00 A.M. 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@griumphousing.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@griumphousing.com

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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 NOS. 1 & 2:

The Members are hereby informed that the Company had submitted an application to the Reserve Bank of India (“RBI”) seeking prior approval for a change in the management of the Company, pursuant to the proposed appointment of Mr. Arjun Chowdhry (DIN: 02947622) as the Managing Director (“MD”) of the Company. This appointment would result in a change in more than 30% of the Board of Directors (excluding Independent Directors), thereby requiring RBI’s prior approval in accordance with the applicable regulations.

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee (“NRC”), *vide* its resolution dated 02 September, 2025 had approved following: 1] Appointment of Mr. Arjun Chowdhry (DIN: 02947622) as the Chief Executive Officer (“CEO”) with effect from 02 September, 2025 and 2] Appointment of Mr. Arjun Chowdhry (DIN: 02947622) as the MD of the Company, subject to prior approval of RBI. The Members are apprised that the RBI has granted its approval *vide* letter dated 1 December, 2025 for the appointment of Mr. Arjun Chowdhry as the MD of the Company.

In view of the above, and based on the recommendation of the NRC and Audit Committee in their meetings held on 9 February, 2026 & 10 February, 2026, respectively, it is hereby proposed to appoint Mr. Arjun Chowdhry (DIN: 02947622) as the MD of the Company, along with the terms of his appointment as set out in this Explanatory Statement, not liable to retire by rotation, to hold office for a term not exceeding 5 years with effect from 10 February, 2026 and to designate Mr. Chowdhry as the MD & CEO of the Company.

The Company has received necessary disclosures from Mr. Chowdhry including the consent for his appointment as a director of the Company in Form DIR-2, a declaration that he is not disqualified to be appointed as Director in Form DIR-8, notice of his interest in Form MBP-1 and the confirmation that he fulfils the conditions specified in the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Code of Conduct of the Company, in relation to appointment as a MD, and an undertaking that he fulfils the fit and proper criteria as prescribed under Reserve Bank of India (Non-Banking Financial Companies – Governance) Directions, 2025 and the criteria prescribed by the Insurance Regulatory Development Authority of India. The Company has additionally received disclosures confirming that Mr. Chowdhry has not been convicted for any offence under any of the statutes enumerated in Part I of Schedule V to the Act, and that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. A notice as per Section 160 of the Act has been received from a member of the Company proposing the appointment of Mr. Chowdhry as a candidate for the office of Director of the Company.

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Brief resume of Mr. Chowdhry, along with disclosures required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are mentioned in **Annexure A** of this Notice.

The Board is of the opinion that Mr. Chowdhry possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as the MD & CEO of the Company. Accordingly, in terms of Section 149 read with Schedule IV of the Act and the Listing Regulations, including any amendment thereto or any modification thereof, considering the skills, experience, and knowledge of Mr. Chowdhry, the Board of Directors of the Company, upon the recommendation of the NRC and Audit Committee, recommends the appointment of Mr. Arjun Chowdhry as the MD of the Company along with the terms of his appointment as set out in this Explanatory Statement, not liable to retire by rotation, and to hold office for a term not exceeding 5 years with effective from 10 February, 2026 and to designate Mr. Chowdhry as the MD & CEO of the Company.

In view of the above, the remuneration payable to Mr. Chowdhry, MD & CEO of the Company shall be as follows:

1. Fixed Pay: INR 3,25,00,000 (Rupees Three Crore Twenty-Five Lakhs)
2. Annual Variable Pay shall be payable on such terms as decided by the Board and the NRC.
3. Joining Bonus shall be payable shall be payable on such terms as decided by the Board and the NRC.
4. ESOPs – Number of options shall be granted shall be payable on such terms as decided by the Board and the NRC. Any gains arising from the exercise of such options and other monetary benefits received shall be deemed to form part of his overall remuneration.
5. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the term of office of Mr. Chowdhry as MD & CEO, the Company will pay to Mr. Chowdhry in respect of such financial years in which such inadequacy or loss arises or a period of 3 years, whichever is lower, the remuneration as decided by the Board and NRC by way of consolidated salary, perquisites and allowances as minimum remuneration, in accordance with the provisions of Section 197 and or Schedule V of the Act or such higher limit as may be approved by the Central Government or other appropriate authority, if any, required in this regard.
6. Mr. Chowdhry shall not be paid any sitting fees for attending the meetings of the Board or Committees thereof.

Information pertaining to remuneration to be paid to Mr. Chowdhry in accordance with the requirement of Schedule V, Part II, Section II, Clause A of the Act and the provisions of the Secretarial Standards 2 issued by the Institute of Company Secretaries of India is given in **Annexure B** to this explanatory statement.

The Board of Directors recommends the resolution set out in Item No. 01 & 02 of the EGM Notice to the Members for their consideration and approval, by way of an Ordinary and Special Resolution respectively.

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Mr. Chowdhry, being the appointee, and his relatives are deemed to be interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 01 & 02 of the EGM Notice.

Item No. 3: To consider and approve the formulation, adoption and implementation of the Grihum Employee Stock Option Plan - 2026 and grant of stock options to the employees under the Grihum Employee Stock Option Plan – 2026

In order to drive long-term performance, attract and retain high-quality talent, and recognize the contributions of the Company’s employees and its directors, it is proposed to adopt a new equity stock option plan through the Grihum Housing Finance ESOP Trust (“Trust”).

The maximum aggregate number of options that may be granted under this Plan shall not exceed 94,27,083 (Ninety Four Lakhs Twenty Seven Thousand Eighty Three), and accordingly, the total issuance of equity shares upon exercise of these options shall not exceed 94,27,083 (Ninety Four Lakhs Twenty Seven Thousand Eighty Three) equity shares, with each option entitling the holder to subscribe to one (1) equity share of face value of INR 10 (Indian Rupees Ten) of the Company.

The Plan allows for the grant of options to Eligible Employees (as defined in the Plan), enabling them to subscribe to the Company’s equity shares upon satisfying vesting conditions determined solely by the Nomination and Remuneration Committee (“NRC”). The NRC shall have full discretion to fix the exercise price, allot options in one or more tranches, and set the terms and conditions, in each case, in accordance with the Plan and applicable laws.

Pursuant to Section 62(1)(b) and Section 67 of the Companies Act, 2013, read with Rule 12 and Rule 16 of The Companies (Share Capital and Debenture) Rules, 2014, the adoption of a new equity stock option plan requires the approval of shareholders by way of a special resolution.

Particulars of Disclosures as required under Rule 12 & 16 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:

Sr. No.	Particulars	Remarks
1.	The total number of stock options to be granted	The total number of Options to be granted under the Scheme shall not exceed 94,27,083 (Ninety Four Lakhs Twenty Seven Thousand Eighty Three) Options. Each Option when exercised would be converted into one equity share of Rs.10 (Ten) each fully paid-up. In case of any corporate action(s) such as rights issues, bonus issues, merger and sale

Sr. No.	Particulars	Remarks
		<p>of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and exercise price of the Options granted in such a manner that the total value of the Options granted under the Scheme remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid the ceiling of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.</p> <p>Additionally, Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted. The NRC is authorized to re-grant such lapsed / cancelled Options as per the Scheme.</p>
2.	Identification of classes of employees entitled to participate in the Employees Stock Option Scheme	<p>a) Permanent employees of the Company working in India or out of India;</p> <p>b) Directors of the Company (excluding Independent Directors); and</p> <p>c) An employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company but does not include-</p> <p>(i) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p>
3.	Appraisal process for determining the eligibility of employees to the Employees Stock Option	The Nomination and Remuneration Committee shall determine the Grant in its

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Sr. No.	Particulars	Remarks
	Scheme	absolute discretion, taking into consideration such factors but not limited to Eligible Employee's performance appraisal, seniority, period of service, role of the Eligible Employee, the present and potential contribution to the growth of the Company. Thereafter, from time to time, the Nomination and Remuneration Committee may grant options to one or more Eligible Employee/s.
4.	The requirements of vesting and period of vesting	The options granted shall vest so long as the employee continues to be in the employment of the Company. The vesting period shall be decided by the Nomination and Remuneration Committee from time to time but shall not be less than one year from the date of grant of options. Vesting may happen in one or more tranches. The detailed terms and conditions of vesting will be governed by the Grihum Employee Stock Option Plan – 2026 and the grant letter issued to the respective employee.
5.	The maximum period within which the options shall be vested	The maximum period within which the options shall vest will be governed by the Grihum Employee Stock Option Plan – 2026 and the grant letter issued to the respective employee.
6.	The exercise price or the formula for arriving at the same	INR 96 (Indian Rupees Ninety-Six)
7.	The exercise period and process of exercise	The exercise period and process of exercise will be governed by the Grihum Employee Stock Option Plan – 2026 and the grant letter issued to the respective employee.
8.	The Lock-in period, if any	NA
9.	The maximum number of options to be granted per employee and in aggregate	Subject to availability of Options, the maximum number of Options that can be granted to any eligible Employee during

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Sr. No.	Particulars	Remarks
		any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Committee may, in its discretion, decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.
10.	The method which the Company shall use to value its options	Appropriate mathematical computations, including valuation methodologies and the Black-Scholes model, as applicable to the Company.
11.	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct	The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct will be governed by the Grihum Employee Stock Option Plan – 2026 and the grant letter issued to the respective employee.
12.	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee will be governed by the Grihum Employee Stock Option Plan – 2026 and the grant letter issued to the respective employee.
13.	A statement to the effect that the company shall comply with the applicable accounting standards: The Company shall conform and comply with the accounting policies and disclosure requirements prescribed from time to time under Companies Act, 2013	The Company shall conform and comply with the accounting policies and disclosure requirements prescribed from time to time under Companies Act, 2013 in connection with the Grihum Employee Stock Option Plan – 2026.
14.	the class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares	<p>a) Permanent employees of the Company working in India or out of India;</p> <p>b) Directors of the Company (excluding Independent Directors); and</p> <p>c) An employee as defined in clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding company of the company but does not include-</p> <p>(i) an employee who is a promoter or a person belonging to the promoter group; or</p> <p>(ii) a director who either himself or</p>

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Sr. No.	Particulars	Remarks
		through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.
15.	the particulars of the trustee or employees in whose favor such shares are to be registered	Grihum Employee Stock Option Plan – 2026 shall be implemented and administered through the Trust and supervised by the Nomination and Remuneration Committee.
16.	the particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any	Grihum Housing Finance ESOP Trust Details of Trustees: 1. Mr. Devendra V. Deshpande – Indian, Professional, Pune, Maharashtra 2. Mr. Raghuram Raju – Indian, Professional, Gurugram, Haryana There is no relationship between the Promoters, Directors, or Key Managerial Personnel of the Company and the Trustees.
17.	any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof	The key managerial personnel of the Company may be deemed to be interested in the Plan only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the said Plan.
18.	the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme	The purposes of Grihum Employee Stock Option Plan – 2026 is to <i>inter alia</i> : (a) motivate eligible employees with incentives and reward opportunities; (b) achieve sustained growth of the Company and the creation of value by aligning the interests of employees with the long-term interest of the Company; and (c) to create a sense of ownership and participation amongst the employees.
19.	the details about who would exercise and how the voting rights in respect of the shares to be	This will be governed by the Grihum Employee Stock Option Plan – 2026 and

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Sr. No.	Particulars	Remarks
	purchased or subscribed under the scheme would be exercised	the grant letter issued to the respective employee.

A copy of the Grihum Employee Stock Option Plan - 2026 will be available for inspection at the Company's registered office / corporate office during official hours on all working days.

The directors and key managerial personnel of the Company and/or their relatives may be deemed to be concerned or interested in these Resolutions only to the extent of any options that may be granted to them (along with the resultant Equity Shares issued) that may be offered to them in accordance with the said Plan.

The Board recommends passing the resolutions as set out under Item No. 03 of the EGM Notice for approval of the members as **Special Resolution**.

Annexure A:

Information pursuant to the provisions of the Secretarial Standards - 2 issued by the Institute of Company Secretaries of India	
Name of the Director	Mr. Arjun Chowdhry
Director Identification Number (DIN)	02947622
Date of Birth and Age	10 December 1971 (55 Years)
Qualifications	B.Sc. (Hons) - St Stephens College, Delhi, and PGDM (MBA) - Indian Institute of Management (IIM), Bangalore
Experience/ Brief Resume	<p>Mr. Arjun Chowdhry is a seasoned banking professional with 31 years of extensive experience in consumer banking. Since March 2023, he has served as the Group Executive for Retail Lending, Affluent Banking, Cards & Payments at Axis Bank, following the acquisition of Citibank India's consumer business.</p> <p>Prior to joining Axis Bank, Mr. Chowdhry played a pivotal role as the Country Consumer Business Head for Citibank India, where he led the successful transition and integration of Citibank's consumer business into Axis Bank. His leadership during the 2+ year transition period was central to ensuring continuity and excellence in customer experience.</p> <p>Throughout his career at Citibank India, Mr. Chowdhry held diverse leadership roles across operations, sales, strategy, and business management. He was instrumental in building key businesses including cards, wealth management, and salary segments. Notably, during his long operations tenure, he established and scaled Citi's first US-facing offshore mortgage operations, which he led for over five years.</p> <p>Mr. Chowdhry brings with him a rich blend of strategic vision, operational excellence, and customer-centric leadership, making him exceptionally well-positioned to lead and grow complex businesses in a dynamic environment.</p> <p>Mr. Chowdhry is an B.Sc. (Hons) - St Stephens College, Delhi, and PGDM (MBA) - Indian Institute of Management (IIM), Bangalore</p>
Nature of expertise in specific functional areas	Banking, Financial Services, Insurance, P & L Management, Business Development, Partnerships, Strategic Alliances, Compliance & Governance.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No <i>inter-se</i> relationship with any other Director or KMP of the Company
Directorships of other companies (excluding foreign)	Nil

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companies)	
Membership / Chairmanship of Committees of other Boards (excluding foreign companies)	Nil
Equity listed Companies and/or other Companies from which he/she resigned in the past three years	Mr. Chowdhry held Directorships in the following unlisted companies during the past three years: <ul style="list-style-type: none">• Axis Max Life Insurance Limited• National Payments Corporation Limited• A. Treds Limited
No. of Equity shares held in the Company including beneficial ownerships (As on March 31, 2025)	Nil
Key terms and conditions of appointment/reappointment	As per the resolutions set out at Item No. 1 & 2 read with the explanatory statement thereto.
Remuneration proposed to be paid	Remuneration as mentioned in the explanatory statement of this Notice
Remuneration last drawn (FY 24-25)	Nil
Date of first appointment on Board.	The Board approved Mr. Chowdhry's appointment as Managing Director to the Board with effect from 10 February, 2026, subject to approval of the Shareholders of the Company.
Number of meetings of the Board attended during the Financial Year 2024-25	Nil

Annexure B:

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Information pursuant to Schedule V, Part II, Section II, Clause A of the Companies Act, 2013					
I. General Information:					
1.	Nature of industry:	The Company is a Housing Finance Company, engaged in retail financing			
2.	Date or expected date of commencement of commercial production:	The Company was incorporated on 21 April, 2004. It got the Certificate to commence business on 26 April, 2004. It got registered as a Housing Finance Company on 25 October, 2004 with the National Housing Bank. The name of the Company was changed from Poonawalla Housing Finance Limited to Grihum Housing Finance Limited w.e.f. 17 November, 2023			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable			
4.	Financial performance during the last 3 Financial periods	Particulars	Audited figure for the FY 2024-25 (Rs. in Crores)	Audited figure for the FY 2023-24 (Rs. in Crores)	Audited figure for FY 2022-23 (Rs. in Crores)
		Total Income	1,274.96	1,045.65	716.05
		Total Expenses	994.04	862.40	561.86
		Profit/(Loss) before Tax	280.92	183.25	154.19
		Provision for Taxation	70.21	43.29	38.97
		Profit/(Loss) after Tax	210.71	139.96	115.22
5.	Foreign investments or collaborators, if any:	Perseus SG Pte. Ltd, a private Company incorporated under laws of Singapore holds 98.08% of the total paid up share capital of the Company on a diluted basis. There is no foreign collaboration in the Company.			
II. Information about the appointee:					
1.	Background details	<p>Mr. Arjun Chowdhry is a seasoned banking professional with 31 years of extensive experience in consumer banking. Since March 2023, he has served as the Group Executive for Retail Lending, Affluent Banking, Cards & Payments at Axis Bank, following the acquisition of Citibank India's consumer business.</p> <p>Prior to joining Axis Bank, Mr. Chowdhry played a pivotal role as the Country Consumer Business Head for Citibank India, where he led the successful transition and integration of Citibank's consumer business into Axis Bank. His leadership during the 2+</p>			

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		<p>year transition period was central to ensuring continuity and excellence in customer experience.</p> <p>Throughout his career at Citibank India, Mr. Chowdhry held diverse leadership roles across operations, sales, strategy, and business management. He was instrumental in building key businesses including cards, wealth management, and salary segments. Notably, during his long operations tenure, he established and scaled Citi's first US-facing offshore mortgage operations, which he led for over five years.</p> <p>Mr. Chowdhry brings with him a rich blend of strategic vision, operational excellence, and customer-centric leadership, making him exceptionally well-positioned to lead and grow complex businesses in a dynamic environment.</p> <p>Mr. Chowdhry is an B.Sc. (Hons) - St Stephens College, Delhi, and PGDM (MBA) - Indian Institute of Management (IIM), Bangalore</p>
2.	Past remuneration (FY 24-25)	-
3.	Recognition or awards	Multiple awards granted based on long service and performance.
4.	Job profile and his suitability	As the MD & CEO, Mr. Chowdhry is responsible for the overall supervision and control of the Company. In a career of over 31 years, he has held key position as Group Executive for Retail Lending, Affluent Banking, Cards & Payments at Axis Bank, following the acquisition of Citibank India's consumer business. The Company will continue to benefit under his leadership and guidance.
5.	Remuneration proposed	The Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company at their respective meetings held on 09 February 2026 and 10 February, 2026 had approved the terms of appointment as mentioned in the explanatory statement of this Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration payable has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the housing finance industry and has been considered by the Nomination and Remuneration Committee, Audit and Board of the Company at its meeting held on 09 February 2026 and 10 February, 2026 respectively. The profile of Mr. Chowdhry, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration and commensurate with the remuneration packages paid to similar counterparts in other

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		companies.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Chowdhry has no other pecuniary relationship with the Company or with any key managerial personnel or other Director except to the extent of his remuneration as MD and CEO and as mentioned above.
III.	Other information:	
1.	Reasons of loss or inadequate profits:	Not applicable.
2.	Steps taken or proposed to be taken for improvement:	
3.	Expected increase in productivity and profits in measurable terms:	
IV.	Disclosures:	
	The disclosures on remuneration package of each Director and details of all elements of remuneration package, details of fixed components and stock options details etc. are given in the Annual Report.	

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