

**TRUHOME FINANCE LIMITED**

*(formerly Shriram Housing Finance Limited)*

**Corporate Identity Number:** U65929TN2010PLC078004

**Registered Office:** Srinivasa Towers, 1<sup>st</sup> Floor, Door No. 5, Old No.11, 2<sup>nd</sup> Lane, Cenotaph Road,  
Alwarpet, Teynampet, Chennai, Tamil Nadu, India, 600018

**Corporate Office:** Level 3, East Wing, Wockhardt Towers, C2, G Block, Bandra-Kurla Complex,  
Bandra East, Mumbai 400051

**Tel:** +91 22 4241 0400 | **Website:** [www.truhomefinance.in](http://www.truhomefinance.in) | **Email:** [sect@truhomefinance.in](mailto:sect@truhomefinance.in)

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

Shorter Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Truhome Finance Limited *(formerly Shriram Housing Finance Limited)* (the “Company”), will be held at a shorter notice on Wednesday, August 13, 2025 at 2.00 p.m (IST) through Video Conference (VC)/ other Audio-Visual Means (OAVM), to transact the following business.

The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company at Srinivasa Towers, 1<sup>st</sup> Floor, Door No. 5, Old No.11, 2<sup>nd</sup> Lane, Cenotaph Road, Alwarpet, Teynampet, Chennai, Tamil Nadu – 600018, which shall be the deemed venue of the EGM.

**SPECIAL BUSINESS:**

**1. To approve the appointment of Joint Auditors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Audit and Auditors) Rules, 2014 and in accordance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India (“RBI Guidelines”), including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as one of the Joint Statutory Auditors of the Company from conclusion of this Extra-ordinary General Meeting until the conclusion of the Annual General Meeting of the Company to be held for FY 2026-27 at such remuneration and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the respective Joint Statutory Auditors, on the basis of the recommendation of the Audit Committee.

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**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be necessary for the purposes of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to determination of roles and responsibilities/scope of work of the respective Joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing the terms of appointment, including any contract or document in this regard, without being required to seek any further consent or approval of the Members of the Company.”

**By order of the Board of Directors  
For Truhome Finance Limited**  
*(formerly Shriram Housing Finance Limited)*

**Puja Shah**  
**Company Secretary**  
**(Membership No. A46987)**

Date: August 12, 2025

Place: Mumbai

**Notes:**

1. In compliance with the provisions of Ministry of Corporate Affairs ('MCA') General Circular No. 09/2024 dated September 19, 2024 read with MCA General Circular No. 14/2020 dated April 8, 2020 and MCA General Circular No. 17/2020 dated April 13, 2020 and other circulars, notifications and guidelines issued in this regard (collectively referred to as 'MCA Circulars'), the Company will be convening the Extra- Ordinary General Meeting ("EGM" / "Meeting" / "e-EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act"), the EGM of the Company is being held through VC / OAVM at shorter notice on Wednesday, August 13, 2025 at 2.00 P.M. IST. The deemed venue for the EGM shall be the Registered Office.

2. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 as amended, read with relevant rules made thereunder, setting out the material facts and reasons, in respect of Special Business to be transacted under Item No. 1 of this Notice, at Extra-Ordinary General Meeting is annexed herewith.
3. 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, Route Map for EGM venue and Attendance Slip are not annexed to this Notice.
4. In pursuance of Section 113 of the Act, representatives of the Corporate and other Non-individual Shareholders may be appointed for the purpose of voting or for participation and voting in the EGM. Corporate Members intending to participate at the meeting through their representative are requested to forward a certified copy of the Board Resolution/ Authority letter authorizing their representative under Section 113 of the Companies Act, 2013 to attend and vote on their behalf at the meeting by email to [sect@truhomefinance.in](mailto:sect@truhomefinance.in) or at the registered office address before commencement of the EGM.
5. Pursuant to the MCA Circulars, members attending the EGM through VC/OAVM will be counted for the purpose of reckoning of quorum under Section 103 of the Act.
6. This meeting is being called at shorter notice than the statutory required minimum time of 21 clear days. Pursuant to the provisions of Section 101 of the Act, an EGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by majority in number of members entitled to vote and not less than ninety-five per cent of the paid-up share capital of the company. Accordingly, the convening of the EGM shall be subject to the receipt of the requisite consent by the members to hold the EGM at a shorter notice.

7. The Notice of the Meeting is also hosted on the website of the Company and can be accessed at [www.truhomefinance.in](http://www.truhomefinance.in) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. In compliance with the MCA Circulars and applicable provisions of the Act and rules framed thereunder, the members will vote on the proposed agenda items of the Notice convening the EGM, through “Show of Hands”, unless a demand for poll is made by any member in accordance with Section 109 of the Act.

In case a poll is ordered to be taken by the Chairman or demanded in accordance with Section 109 of the Act, Shareholders can cast their vote during the EGM by sending an email to [sect@truhomefinance.in](mailto:sect@truhomefinance.in) from their registered email addresses.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on August 08, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Shareholder, as on the cut-off date should treat this Notice for information purpose only.

9. The relevant documents referred to in the Notice and in the accompanying explanatory statements and relevant registers as required under the Act will be available for inspection in electronic mode by Members from the date of circulation of this Notice upto to the date of the EGM and during EGM. The members seeking to inspect the documents are required to send requests on the Company Secretary’s email address: [sect@truhomefinance.in](mailto:sect@truhomefinance.in) .
10. 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 shall be attached separately on the e-mail, with the Notice of the EGM.

The link for joining the meeting will also be provided in the email sent to shareholders for attending the EGM along with a copy of EGM Notice. The link for joining the EGM through VC will be activated 15 minutes before the scheduled start time of the EGM and will remain open throughout the EGM.

11. Shareholders are requested to intimate changes in their address, if any, quoting the folio number / DP-ID and Client ID, to the Company.
12. In this Notice, the term Member(s) or Shareholder(s) are used interchangeably

## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 (1) of the Companies Act, 2013**

#### **Item No.: 1**

As per the Guidelines issue by Reserve Bank of India (“RBI”) vide its Circular No. RBI/2021-22/25 Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 for Appointment of Statutory Central Auditors (“SCAs”)/Statutory Auditors (“SAs”) of Commercial Banks (excluding Regional Rural Banks), Urban Co-operative Banks (“UCBs”) and Non-Banking Financial Companies (“NBFCs”) (including Housing Finance Companies) (“RBI Circular/Guidelines”), Entities with asset size of ₹15,000 crore and above as at the end of previous year, the statutory audit should be conducted under joint audit of a minimum of two audit firms.

The asset size of the Company as at March 31, 2025 exceeded Rs. 15,000 crore and hence, the statutory audit of the Company for FY 2025-26 onwards is required to be conducted under the joint audit.

In accordance with the said RBI Guidelines, the Company has framed a Board approved Policy on Appointment of Statutory Auditors and has identified a set of criteria for evaluating the eligibility of the audit firms as also the Auditors’ independence. The said Policy is available on the website of the Company at [www.truhomefinance.in](http://www.truhomefinance.in)

The RBI Guidelines stipulate that Statutory Auditors have to be appointed for a continuous period of three years, subject to the firm satisfying the eligibility norms each year and an audit firm would not be eligible for re-appointment in the same entity for six years after completion of full or part of one term of the audit tenure.

After considering various criteria including the profile, eligibility, past experience and clientele of the firms and based on the recommendation of the Audit Committee, the Board of Directors of the Company via circular resolution dated August 11, 2025, considered and recommended the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) as the Joint Statutory Auditors of the Company with effect from conclusion of this Extra-ordinary General Meeting until the conclusion of the Annual General Meeting of the Company to be held for FY 2026-27, subject to the approval of the Members of the Company and has recommended the appointment to the Members of the Company as set out in this Notice.

M/s S. R. Batliboi & Co. LLP, Chartered Accountants is a well-established Chartered Accountants firm in India, was founded as S. R. Batliboi & Co, Chartered Accountants by Sohrab Rustom Batliboi in 1914. The Firm is led by a robust team comprising 25 Partners with rich experience, supported by over 1,000 talented professionals focused on providing high-quality audits, integrated with strong technical expertise, technology and data driven insights. With a strong legacy of over 100 years and its humble origins in the great city of Kolkata, the Firm has offices across key cities in India. The firm caters to clients across diverse market segments including Industrial, Infrastructure, Consumer Products, Financial Services, Technology, Media and Entertainment and Telecommunications.

The approval of Members of the Company is, accordingly, being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Act and RBI Guidelines for the aforementioned appointment of M/s as Joint Statutory Auditor of the Company, to hold office with effect from conclusion of this Extra-ordinary General Meeting until the conclusion of the Annual General Meeting of the Company to be held for FY 2026-27, at such remuneration and out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors, on the basis of the recommendation of the Audit Committee.

Further, Auditor have provided their consent to act as one of the Joint Statutory Auditors of the Company and they have confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The Board accordingly, recommends the Ordinary Resolution set out at Item No. 1 of accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this Resolution.