

TRUHOME FINANCE LIMITED

(formerly Shriram Housing Finance Limited)

Corporate Identity Number: U65929TN2010PLC078004

Registered Office: Srinivasa Towers, 1st Floor, Door No. 5, Old No.11, 2nd 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 | **Email:** 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 Tuesday, October 7, 2025 at 12:00 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, 1st Floor, Door No. 5, Old No.11, 2nd Lane, Cenotaph Road, Alwarpet, Teynampet, Chennai, Tamil Nadu – 600018, which shall be the deemed venue of the EGM.

SPECIAL BUSINESS:

1. To consider and approve issuance of equity shares of the Company by way of preferential issue on private placement basis

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

To consider and approve issuance of Equity Shares of Truhome Finance Limited *(formerly Shriram Housing Finance Limited)* (“Company”) by way of preferential issue on private placement basis

“RESOLVED THAT pursuant to the provisions of Section 23, Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) (“**Act**”) read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the rules, circulars, directions and guidelines issued by the Reserve Bank of India (‘RBI’), the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended (including any statutory amendment(s), modification(s) or re- enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Association and Articles of Association of the Company and subject to any approvals, permissions and sanctions from any statutory/ regulatory authority, the consent of the

members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board has or may hereafter constitute) to create, offer, issue and allot up to 2,20,66,842 Equity Shares of the Company (“**Equity Shares**”) each having a face value of INR 10 (Indian Rupees Ten only) each, at a price of INR 198.08 (India Rupees One Hundred and Ninety-Eight Rupees and Eight Paise only) per Equity for an aggregate consideration of up to INR 4,37,10,00,063 (India Rupees Four Hundred Thirty-Seven Crores Ten Lakhs and Sixty-Three only), which is the price determined and certified by the registered valuer with respect to relevant date i.e. July 31, 2025 by way of preferential allotment on private placement (“**Private Placement**”) basis to proposed allottee (“**Identified Person**”) as set out in the table herein below in such manner and upon such terms and conditions as may deem appropriate by the Board and in accordance with the applicable laws, rules and regulations, the Placement Offer cum Application Letter and such other terms and conditions as may be set out under the letter agreement to be executed between the Company and Mango Crest Investment Ltd (“**Letter Agreement**”) and as stipulated in the explanatory statement, in accordance with Section 102 of the Companies Act, 2013 annexed hereto:

Sr. No.	Name & Address of the Proposed allottees	Category	No. of Shares	Amount (In INR)
1.	Mango Crest Investment Ltd c/o Warburg Pincus Asia Ltd, 8 th Floor, Newton Tower, Sir Newton Street, Port Louis, Mauritius	Promoter/ Holding Company	Upto 2,20,66,842	Upto 4,37,10,00,063
	Total		Upto 2,20,66,842	Upto 4,37,10,00,063

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Equity Shares to be so created, offered, issued and allotted to the identified person shall be subject to applicable laws as well as the Memorandum of Association and Articles of Association of the Company, be made fully paid up at the time of allotment and shall have the same rights of voting as the existing Equity Shares and be treated for all other purposes *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded to make the offer for the proposed preferential issue by way of private placement, by circulating the Private Placement Offer cum Application Letter in Form PAS-4 to the proposed allottee, in the format prescribed under the Companies Act, 2013, setting out the terms and conditions of the offer and inviting the Proposed Allottee to subscribe to the Equity Shares of the Company and to record the name and details of the Proposed Allottee in Form PAS-5 in such format as prescribed under the Act and and to file returns of allotment of securities in Form PAS-3 and file necessary forms with the relevant registrar of companies in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT the Valuation Report dated September 29, 2025 prepared by independent registered valuer Karan Chetan Shah, Chartered Accountants having registration no. IBBI/RV/06/2024/15561 as submitted to the Board be duly accepted and taken on record and the proposed price of the Equity Shares be not lower than the fair value as determined by such independent registered valuer.

RESOLVED FURTHER THAT the appointment of National Securities Depository Limited (“NSDL”)/ Central Depositories Services (India) Limited (“CDSL”), as the depositories for the issue of Equity Shares for such fees and terms as may be applicable;

RESOLVED FURTHER THAT the equity shares shall be issued and allotted on the terms and conditions of such Private Placement as set out under the Offer Letter and such other terms and conditions as may be set out under the Letter Agreement;

RESOLVED FURTHER THAT Mr. Subramanian Jambunathan, Managing Director and CEO, Mr. Gauri Shankar Agarwal, Chief Financial Officer or Ms. Puja Shah, Company Secretary and Compliance Officer of the Company (“**Authorized Persons**”) be and are hereby severally authorized to:

- i. execute and issue the Placement Offer cum Application Letter in Form PAS-4 (a draft of which was tabled before the Board) to the Identified Person on behalf of the Company in relation to subscription to the Equity Shares;
- ii. negotiate, approve, finalise and execute or cause to be executed or ratify or amend on behalf of the Company all other deeds, instruments, indentures, letters (including fee letters), writings, documents, undertakings, mandates, agreements, assignments, power of attorney(s), and instruments and writings in connection with the issuance of the Equity Shares as may be required by the Identified Persons;
- iii. obtain all necessary authorisations from Governmental authorities and/or third parties and/or existing lenders required in connection with the transactions contemplated under the Letter Agreement and/or the proposed issue and allotment of the Equity Shares and complete all formalities in respect thereto;
- iv. negotiate and finalise fees payable to NSDL, CDSL and/or the arranger and/or rating agency and/or valuer and/or all other persons providing services or otherwise associated with the said issue of the Equity Shares and prepare, finalise and execute such documents as may be requested;
- v. make the necessary applications to NSDL or CDSL for issuance of the Equity Shares in dematerialised mode and such other applications to all such authorities or persons as may be necessitated from time to time for purpose of issuance of the Equity Shares;
- vi. make the relevant return and documents filings with the relevant Registrar of Companies, depository participants and any other regulator or authority or any other person all particulars in respect of the proposed issuance of the Equity Shares, as may be required, in the prescribed forms;
- vii. arrange for payment of and pay on behalf of the Company the applicable stamp duty in respect of the proposed issuance of the Equity Shares and the Letter Agreement;

- viii. delegate any power and/or authorisation vested into any of the Authorised Persons to such other persons or the officers of the Company as such Authorised Person may deem fit;
- ix. appoint any advisors, consultant, valuer or third parties as required in respect of proposed issuance of the Equity Shares and the Letter Agreement;
- x. make any disclosures to any authority, body or person including stock exchanges, as applicable;
- xi. do all other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above resolutions and to execute on behalf of the Company such deeds, documents, agreements and writings in this regard.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Authorised Persons, to authorise to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT the aforesaid resolutions shall come into effect immediately and any of the Authorised Persons be and are hereby severally authorized to provide a certified true copy of the same to any authorities or person or party and do all such acts, deeds or things as may be required pursuant to the foregoing resolutions.”

By order of the Board of Directors

For Truhome Finance Limited (*formerly Shriram Housing Finance Limited*)

Puja Shah

Company Secretary and Compliance Officer

(Membership No. A46987)

Date: October 6, 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 Tuesday, October 7, 2025 at 12:00 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 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 and on the website of BSE Limited at 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 from their registered email addresses.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on October 3, 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.
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

In order to meet the capital requirements for funding the growth of the Company, the board of directors (“**Board**”) at their meeting held on October 6, 2025 approved raising of capital by way of issuance of Equity Shares of the Company by way of preferential issue on private placement basis to Mango Crest Investment Ltd (“**Mango Crest**”) for an amount up to INR 4,37,10,00,063 (India Rupees Four Hundred Thirty-Seven Crores Ten Lakhs and Sixty-Three only) having a face value of INR 10 (Indian Rupees Ten) each, at a price of INR 198.08 (Indian Rupees One Hundred and Ninety-Eight and Eight Paise) per equity share.

The Company has executed a Letter Agreement dated October 06, 2025 with Mango Crest pertaining to subscription of the Equity Shares of the Company on a private placement basis, in accordance with the provisions of the Companies Act 2013 and other applicable laws.

Pursuant to the provisions of Section 23, Section 42 read with Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) (“**Act**”) read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the rules, circulars, directions, and pursuant to the Memorandum of Association and Articles of Association of the Company and the terms of any agreement that shall be entered into by the Company with the Proposed Allottee in relation to the Preferential Issue, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation to subscribe to securities through private placement basis.

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

Necessary information / details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, are as under:

1. Particulars of the offer including date of passing of Board resolution:

The Board has pursuant to its resolution dated October 6, 2025, have accorded their approval for raising funds by issuing up to 2,20,66,842 Equity Shares of face value of INR 10 (Indian Rupees Ten) each on preferential basis through private placement, at a price of INR 198.08 per Equity Share, (including a premium of INR 188.08 per Equity Share) aggregating upto INR 4,37,10,00,063 (Indian Rupees Four Hundred Thirty-Seven Crores Ten Lakhs and Sixty-Three only).

The Equity Shares allotted on the Preferential Issue basis and shall rank in all respects pari passu with the existing Equity Shares of the Company.

2. Objects of the issue:

The proceeds of the issue will be utilized by the Issuer for its regular business operations, general corporate purposes, and to fund expansion initiatives aimed at supporting future growth.

3. Total number of shares or other securities to be issued:

Up to 2,20,66,842 fully paid up Equity Shares, in one or multiple tranches, as may be applicable.

4. Kinds of securities offered and the price at which security is being offered:

Equity Shares ranking pari passu with the existing Equity Shares. The Equity Shares are offered at a price of INR 198.08 per Equity Share, including a premium of INR 188.08 per Equity Share.

5. The price or price band at/within which the allotment is proposed:

The Equity Shares are proposed to be issued and allotted of INR 198.08 per Equity Share (including a premium of INR 188.08 per Equity Share).

6. Amount which the company intends to raise by way of such securities:

The Company intends to raise up to INR 4,37,10,00,063 (India Rupees Four Hundred Thirty-Seven Crores Ten Lakhs and Sixty-Three Only), by way of issuance of Equity Shares

7. Proposed time schedule:

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as may be prescribed under any applicable laws.

8. Material terms of raising such securities:

Issuance and Allotment of upto 2,20,66,842 Equity Shares for an amount of INR 198.08 per Equity Share including a premium of INR 188.08 per Equity Share at cash may be done in one or multiple tranches, as may be applicable.

9. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made along with report of the registered valuer:

The issue price is arrived as per Fair Value of the equity shares determined as per discounted cash flow method. A copy of the valuation report dated September 29, 2025 issued by Karan Chetan Shah, Chartered Accountants, registered valuer with registration no. IBBI/RV/06/2024/15561, shall be available for inspection at the Registered Office of the Company during business hours from 9:30 A.M. to 6:30 P.M

10. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by Karan Chetan Shah, Chartered Accountants, registered valuer with IIBI Registration No. - IBBI/RV/06/2024/15561 having its office at Flat No- C/413, Satyam Chs Ltd, New Link Road, Opp MHB Police Station , Near Don Bosco School, Mumbai Suburban, Maharashtra - 400092

11. Relevant date with reference to which the price has been arrived at:

The relevant date with respect to said issue is July 31, 2025, as per valuation report dated September 29, 2025, issued by Karan Chetan Shah, Chartered Accountants, registered valuer.

12. The class or classes of persons to whom the allotment is proposed to be made:

The Proposed Allottee is a Body Corporate (Promoter and Holding Company)

13. Intention of promoters, directors or key managerial personnel to subscribe to the offer:

100% of the Proposed Allotment is intended for subscription by the Promoter of the Company

None of the Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

14. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

100% of the amount proposed to be issued is intended to be contributed by the promoters of the Company. However, the promoters do not intend to contribute separately to the furtherance of objects of the issue as stated above.

No contribution is being made by the directors either as part of the offer or separately in furtherance of objects.

15. The proposed time within which the allotment shall be completed;

Within 60 (sixty) days from the respective dates of receipt of application money for each tranche, or such other timeline as may be prescribed under any applicable laws.

16. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Proposed Allottee	% of post preferential offer capital
1	Mango Crest Investment Ltd	98.59%

17. The change in control, if any, in the company that would occur consequent to the preferential offer:

There will be no change in control of the Company pursuant to this preferential offer.

18. Principal terms of assets charged as securities:

Not Applicable

19. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has made following allotment on preferential basis during the year till date of this General Meeting:

Sr. No.	Security Type	Issue Type	Number of persons	Number of securities	Date of allotment	Price of securities
1	Equity Shares	Preferential Issue	2	9,60,63,363	12-12-2024	INR 127.52/- (includes face value of INR 10 and premium of INR 117.52)

20. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable since the issuance and allotment of the Equity Shares is being made for cash

21. The pre issue and post issue shareholding pattern of the company in the following format:

S. No.	Category	Pre-issue		Post-issue	
		No. of shares held	Percentage (%) of shareholding	No. of Shares held	% of share holding
A	Promoters' holding	45,20,62,330	98.52%	47,41,29,172	98.59%
	Indian				
1	Individual	-	-	-	-
	Bodies Corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign promoters	45,20,62,330	98.52%	47,41,29,172	98.59%
	Sub-total (A)	45,20,62,330	98.52%	47,41,29,172	98.59%
B	Non-promoters' holding				
1.	Institutional Investors	19,60,477	0.43%	19,60,477	0.40%
2.	Non-Institutional Investors	-	-	-	-
	Private Corporate Bodies	-	-	-	-
	Directors and relatives	24,86,000	0.54%	24,86,000	0.52%
	Indian public	23,07,670	0.50%	23,07,670	0.48%
	Others (including Non-resident Indians)	28,000	0.01%	28,000	0.01%
	Sub-total (B)	67,82,147	1.48%	67,82,147	1.41%
	GRAND TOTAL	45,88,44,477	100%	48,09,11,319	100%

None of the other directors, key managerial personnel of the Company nor their relatives are concerned or interested, financially or otherwise in this resolution, except to the extent of their respective shareholding in the Company.