

Truhome Finance Limited

(formerly Shriram Housing Finance Limited)

Code of Conduct for Board Members and Senior Management

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1. Introduction

The Code of Conduct for the board members and senior management aims to set standards for behaviour of an organization and to comply with the applicable legal requirements. Regulation 17(5) and 62D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) mandates for laying down a code of conduct. In order to comply with the SEBI Listing Regulations and for the purpose of good governance, the Board of Directors of the Company (“Board”) Truhome Finance Limited (*formerly Shriram Housing Finance Limited*) (the “Company”) has formulated Code of Conduct for Board Members and Senior Management of the Company (“CCBS”).

2. Applicability

This code shall be applicable and binding to the Board of Directors and Senior Management Personnel of the Company.

3. Definitions

“**Act**” means the Companies Act, 2013.

“**Independent Directors**” means An Independent director as defined under the Companies Act, 2013.

“**Conflict of Interest**” means a conflict or a difference between the interests or benefits of one person or entity with that of the Company.

“**Board/ Director**” means the director(s) appointed to the Board of a Company.

“**Company**” means Truhome Finance Limited

“**Senior Management Personnel/ SMP**” senior management” shall mean the officers and personnel of the issuer who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

4. Principles Of Code

a) Conduct

The ~~Specified persons~~ Board and SMP shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfill their fiduciary obligations, must act within the bounds of the authority conferred upon him/her. While carrying out duties, the Board and SMP shall ensure that it is executed in terms of authorization granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or the Committee of the Company, from to time.

In addition to the above, the duties of Independent Directors is separately specified under the Companies Act 2013, Schedule IV 5 (a) - “Code for Independent Director” which is appended as Annexure II.

b) Mutual Respect

The skills and commitment of the employees are the greatest asset for the Company. The employees are expected to conduct business in an entrepreneurial way and accept individual responsibility for ethical conduct .The Board and SMP ~~Specified Persons~~ shall involve colleagues in decision making in order to achieve common goal of the Company. The Board and SMP shall encourage employees at all levels to be guided by mutual respect, openness, co- operation and trust, in giving feedback and receiving feedback, fair and open debate and integrity.

Employees at all levels shall be open to express ideas and concerns. Board and SMP shall conduct in a professional, courteous and respectful manner. The Board and SMP shall facilitate an environment of openness to expression of ideas and concerns. The Board and SMP shall conduct themselves in a professional, courteous and respectful manner.

c) Equal and Fair Treatment

The Company is an equal opportunity employer. The employment decisions are based on individual merit and business needs without any discrimination based on creed, cast, colour, sex, nationality, ancestry, physical or mental disability, medical condition, marital status, age .The Board and SMP ~~Specified Persons~~ shall create an environment free from any harassment (physical, verbal, psychological, sexual).

d) Health Safety and Environment Protection

The safety of people at the workplace is primary concern of the Company .Safety at work place shall be provided by the Company .Periodical safety training shall also be imparted to the employees. All applicable health and safety requirements and regulations shall be complied with. The Board and SMP shall take complete and proper care of external environment and shall conserve the resources for a proper ecological balance. The Board and SMP shall ensure training of employees on conservation of energy, environment and shall implement measures for protection of environment and energy wherever possible.

e) Integrity and Transparency

Board and SMP shall act with highest standards of personal and professional integrity, fairness, diligence while discharging his/her duties. He/she shall not accept any gift, donations, hospitality beyond customary level from persons having direct or indirect business relation with the Company. He /she shall act in good faith, care, competence and diligence, without allowing independent judgment to be subordinated. The Board and SMP shall be fair, transparent and truthful and shall be perceived as such by third parties. He/ She shall maintain it in all his/her dealings and communications.

Board and SMP shall disclose, make available to and share with fellow Board members and SMP the information as may be appropriate with authorization to ensure proper conduct and sound operation of the Company.

f) Conflict of Interest

Decisions and actions in the course of working with the Company shall be based on the best interests of the Company and shall not be based on personal relationships or benefits. Each Board members and SMP ~~Specified Persons~~ has a responsibility to the Company and its stakeholders. This duty of Board and SMP Specified Persons does not prevent him/her from engaging in personal transactions/investments. Conflict of interest that may occur or appear to occur or will affect independent judgment in the Company's best interest shall be avoided. A conflict of interest shall be said to exist, where the interest or benefit of one person or entity conflicts with the interest or benefit of another person or entity. Board and SMP shall avoid and shall guide the employees of the Company to avoid conflict of interest in transacting with the Company.

Board and SMP shall disclose his/her potential conflicts of interest regarding any matters immediately on being aware of such conflict to the Board and shall abstain from discussions and decisions on such matter.

g) Protection of Assets

Protecting the assets of the Company is a key fiduciary responsibility of the Board and SMP and they shall ensure proper use of Company's Assets and shall safeguard it against loss, damage, misuse, misappropriation and theft by evolving proper internal control system and procedures.

h) Financial Reporting

The integrity in financial transactions and records is critical to the operation of the Company and is a key factor in maintaining the confidence and trust of stakeholders. The financial information shall be in compliance with the laws, regulations, principles and standards. The Company shall have internal controls and procedures to ensure compliance with applicable laws for accounting and financial reporting.

i) Regulatory Compliance

The Board and SMP shall adhere to and ensure adherence to applicable laws, rules, regulations and policies

of the Company. They shall ensure the periodical update to employees on changes in applicable law, regulation, policy etc.

j) Confidentiality

Confidential information is essential to the Company. Confidential information includes any unpublished price sensitive, financial, business, customer, employee, legal, commercial, technological and scientific information of the Company. The Board and SMP must maintain confidentiality of information relating to the affairs of the Company acquired in the course of their service/working and shall not disclose it except under circumstances permitted by applicable laws. The Board and SMP shall not use confidential information acquired in the course of their service/working with the Company for personal advantage.

k) Disclosure by Board of Directors and SMP

In adherence to SEBI Listing Regulations, the Directors and SMP shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have a personal interest that may potentially conflict with the interest of the Company at large.

For the aforesaid purpose:

- (a) Directors and SMP must avoid situations wherein financial or personal considerations tend to compromise the exercise of professional judgment in discharge of their duties.
- (b) In addition to mandatory disclosures, Directors and SMP shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company.

l) Insider Trading

The Board and SMP shall not derive benefit or assist others to derive benefit by trading while in possession of unpublished price sensitive information or communicating such information or giving investment advice based on such information about the Company or its securities. All Directors and SMP shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and the insider trading policies of the Company.

Unpublished price sensitive information about the Company, which might impact market price of the securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the SEBI Listing Regulations.

m) Compliance and Reporting

The CCBS will be posted on the website of the Company. Board and SMP shall affirm compliance with the CCBS on an annual basis by 30th of April each year in form-A as attached, for which a declaration signed by the CEO of the Company shall be contained in the Annual Report. Board and SMP shall report and shall facilitate reporting of concerns about unethical behavior, actual or suspected fraud, violation of CCBS to the Chairman of the Board, who will investigate or appoint appropriate person to investigate into the matter and

determine the action to be taken.

n) Effect and Implementation

This CCBS shall be implemented with effect from April 1, 2021 or such other date as may be decided by the Board. The CCBS shall remain in force till amended, changed, dropped or becoming ineffective by operation of law. In case of any conflict between this Code and any law, the law shall prevail over this CCBS.

Amendment and Review

Subject to applicable laws, the Board may amend, suspend or rescind this policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

ANNEXURE – A

(Date)

To,
The Board of Directors
Truhome Finance Limited (*formerly Shriram Housing Finance Limited*)
Srinivasa Towers, 1st Floor, Door No.5, Old No.11,
2nd Lane, Cenotaph Road, Alwarpet, Teynampet,
Chennai – 600 018

Sub.: Acknowledgement and confirmation to the Code of Conduct of the Board Members and Senior Management of Truhome Finance Limited (“CCBS”)

I confirm that I have received and read the CCBS. I understand the norms, standards and policies contained in the CCBS. I also understand that there may additional policies and laws specific to my responsibilities and there may be changes in the CCBS from time to time.

I confirm to comply with and ensure compliance with the CCBS at all the time throughout my employment / working / engagement with Truhome Finance Limited (*formerly Shriram Housing Finance Limited*)

(Name)

(Signature)

ANNEXURE – B

Code of Conduct of Independent Directors

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors. The following are the duties of Independent Directors.

The Independent Directors shall -

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Sign-off History

Version Number	Sign-off Details	Name	Sign-off Date
2.1	Prepared By	Secretarial Team	24.02.2026
	Reviewed By	Gauri Shankar Agarwal	25.02.2026
	Recommended By	Nomination and Remuneration Committee	01.03.2026
	Approved By	Board of Directors	04.03.2026

Version Number	Sign-off Details	Name	Sign-off Date
2.0	Prepared By	Secretarial Team	10.04.2025
	Reviewed By	Gauri Shankar Agarwal	17.04.2025
	Recommended By	Nomination and Remuneration Committee	23.04.2025
	Approved By	Board of Directors	24.04.2025

Version Number	Sign-off Details	Name	Sign-off Date
1.0	Recommended By	Nomination and Remuneration Committee	25.10.2021
	Approved By	Board of Directors	25.10.2021