



## 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 16<sup>th</sup> Annual General Meeting

Shorter Notice is hereby given that the Sixteenth (16<sup>th</sup>) Annual General Meeting (“**AGM**”) of the Members of Truhome Finance Limited (formerly Shriram Housing Finance Limited) (the “Company”), will be held at a shorter notice on Thursday, June 18, 2026 at 12.00 p.m (IST) through Video Conference (VC)/ other Audio-Visual Means (OAVM), subject to receipt of consent of not less than 95% of the paid-up share capital of the Company entitled to vote thereat, in accordance with Section 101 of the Companies Act, 2013 to transact the following businesses.

The proceedings of the 16<sup>th</sup> AGM 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 AGM.

### ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon**
- 2. To appoint Mr. Hemant Omprakash Mundra (DIN: 08192978), who retires by rotation and being eligible, has offered himself for re-appointment as a Director**
- 3. Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the Joint Statutory Auditors of the Company for a period of two (2) consecutive years with effect from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to authorise the Board of Directors to fix their remuneration. For the above purpose, to consider and if thought fit, to pass the following resolution as an 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 for a period of two (2) years from conclusion of the Sixteenth Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting 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.

**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.”

**SPECIAL BUSINESS:****4. Appointment of M/s N. L. Bhatia & Associates, Practicing Company Secretaries, (Firm Registration Number: P1996MH055800 and Peer Review certificate No: 6392/2025), as the Secretarial Auditors of the Company**

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

**“RESOLVED THAT** pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of the Companies Act, 2013 and rules made thereunder, including any amendments, statutory modifications and/or re-enactments thereof, for the time being in force and based on the recommendation made by the Audit Committee and approval by the Board of Directors of the Company (the “Board”, which term shall include any of the committees thereof) consent of the Members be and is hereby accorded for the appointment of M/s N. L. Bhatia & Associates, Practicing Company Secretaries (Firm Registration Number P1996MH055800 and Peer Review certificate No: 6392/2025), as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from the financial year 2026-27 till financial year 2030-31, at such remuneration and on such terms and conditions as may be determined by the Board in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to this resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the Members of the Company.”

**5. To consider and approve issuance of Non-Convertible Debentures and / or other Debt Securities, in one or more tranches on private placement basis**

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

**“RESOLVED THAT** pursuant to provisions of the Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities)

Rules, 2014,(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Master Circular for Issue and Listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI on October 15,2025 as amended time to time, and other applicable SEBI regulations, circulars and guidelines, Guidelines on Private Placement of Non-Convertible Debentures (“NCDs”) prescribed under the Reserve Bank of India (Housing Finance Companies) Directions, 2025 (“RBI Master Directions”) and other circulars or guidelines issued by any regulatory authority, relevant provisions the Articles of Association of the Company and subject to the limits approved by the Members of the Company in terms of the provisions of Section 180(1)(c) of the Act and other applicable laws, rules and regulations and all other requisite approvals, permissions and sanctions, conditions as may be prescribed by any of the concerned authorities (if any), approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any duly constituted Committee of the Board namely Banking and Finance Committee, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise its power including the power conferred by this resolution), for making offer(s) or invitation(s) to subscribe and to allot Secured/ Unsecured/Redeemable/Non-Redeemable/Market Linked Non-Convertible Debentures including but not limited to subordinated debentures, bonds, Commercial papers and/or other debt securities, etc., on a private placement basis, in one or more series/tranches during the period commencing from the date of this Annual General Meeting (“AGM”) thereof until the conclusion of the next AGM of the Company to the Qualified Institutional Buyers, Foreign Institutional Investors, Foreign Portfolio Investors, Banks, Mutual Funds, Provident Funds, Corporates and such other entities / persons eligible to apply / subscribe the securities on such terms and conditions as may be decided, from time to time, determine and consider proper and most beneficial to the Company for refinancing of existing debt and/or finance the growth of the portfolio and/or meeting working capital requirements of the Company within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** the Board or the Banking and Finance Committee or person(s) as authorized by



the Board of Directors be and are hereby authorized to determine, negotiate, modify and finalize the terms of issue including the class of investors to whom NCDs are to be issued, time of issue, securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium / discount, listing, redemption period, utilization of issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds / documents / undertakings / agreements / papers / writings, as may be required in this regard.”

**6. Payment of commission to Independent Directors and Chairman of the Board of Directors for a period of five years commencing from April 1, 2026**

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

“**RESOLVED THAT** pursuant to the provisions of section 197 read along with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Independent Directors and Chairman of the Board of Directors of the Company (other than the Managing Director and Whole-time Directors, if any) in such amounts, subject to such ceiling/s and in such manner and in such respects, as may be decided by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall deem to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers conferred by this resolution) and such payments shall be made in respect of the profits of the Company for each year for a period of five years commencing from April 1,2026.

**PROVIDED THAT** in the event of loss or inadequacy of profits in any financial year during the term mentioned above, the Independent Directors and Chairman of the Board of Directors of the Company shall be paid remuneration by way of Commission as set out above, as may be decided by the Board, notwithstanding that it may exceed one percent of the net profits of the Company and subject to such restrictions, if any, as may be set out in the applicable provisions of and Schedule V to the Act, from time to time.

**RESOLVED FURTHER THAT** for giving effect to above resolution, the approval of Members be accorded to the Board of Directors (including any Board Committee thereof) or such other officials of the Company as authorised by the Board or its Committee thereof to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, 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*)

Date: June 12, 2026  
Place: Mumbai

**Puja Kirit Shah**  
Membership No: A46987  
Company Secretary and  
Compliance Officer

**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 various circulars issued from time to time, including the latest circular dated September 22, 2025 and other circulars, notifications and guidelines issued in this regard (collectively referred to as 'MCA Circulars'), the Company will be convening the Annual General Meeting ("AGM" / "Meeting" / "e-AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.  
  
In compliance with the provisions of the Companies Act, 2013 ("Act"), MCA Circulars and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 16<sup>th</sup> AGM of the Company is being held through VC / OAVM at shorter notice on Thursday, June 18, 2026 at 12.00 P.M. IST. The deemed venue for the AGM 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, the Secretarial Standard No. 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons, in respect of Special Business to be transacted under Item No. 4 to 6 of this Notice, at Annual General Meeting is annexed herewith.
3. Since the AGM is being conducted through VC/OAVM pursuant to MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Route Map for AGM 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 AGM. 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 AGM.
5. Pursuant to the MCA Circulars, members attending the AGM 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 AGM 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 AGM shall be subject to the receipt of the requisite consent by the members to hold the AGM at a shorter notice.
7. In compliance with the MCA circulars, Notice of the AGM along with the Annual Report for 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ depository(ies)/Share Transfer Agents. 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 AGM, 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 AGM 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 June 12, 2026, 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 the date of the AGM and during AGM. The members seeking to inspect the documents are required to send requests on the Company Secretary's email address at: [sect@truhomefinance.in](mailto:sect@truhomefinance.in).



10. As physical copies of the Annual Report 2025 - 26 will not be sent by the modes permitted under Companies Act, 2013, the Annual Report and 16<sup>th</sup> AGM Notice are available on the Company's website and websites of the Stock Exchanges i.e. BSE Limited respectively.
11. Members may send their questions with regard to financial statements or with regard to any matter to be placed at the AGM, are requested to do so in advance upto June 17, 2026 to the Company at [sect@truhomefinance.in](mailto:sect@truhomefinance.in). Such questions by the members shall be taken up during the meeting and replied by the Company suitably. Please note that only questions of the Members holding the shares as on cut-off date will be considered.

Members wishing to express their views or pose questions during the forthcoming Annual General Meeting are kindly requested to submit their intentions via email to [sect@truhomefinance.in](mailto:sect@truhomefinance.in) by June 17, 2026. Please note that only those Members who have communicated their intent in advance will be permitted to speak during the AGM. The

Company reserves the right to restrict the number of speakers depending on the availability of time.

12. The Members can attend the meeting through VC from their laptop/mobile. Members are requested to follow the steps mentioned in the file named '*Instructions for members for attending the AGM through VC*' which shall be attached separately on the e-mail, with the Notice of the AGM.

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

13. Shareholders are requested to intimate changes in their address, if any, quoting the folio number / DP-ID and Client ID, to the Company.
14. 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.: 3

**Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) as the Joint Statutory Auditors of the Company for a period of two (2) consecutive years with effect from the conclusion of the Sixteenth Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to authorise the Board of Directors to fix their remuneration.**

As per the Guidelines issued by the Reserve Bank of India ("RBI") vide 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 Guidelines"), entities having an asset size of INR 15,000 crore and above are required to undertake statutory audit under a joint audit framework with a minimum of two audit firms.

In accordance with the RBI Guidelines, the Company has adopted a Board-approved Policy on Appointment of Statutory Auditors prescribing eligibility criteria, independence requirements and evaluation parameters for appointment of Statutory Auditors. The said Policy is available on the website of the Company at [www.truhomefinance.in](http://www.truhomefinance.in).

The Board of Directors at its meeting held on July 29, 2025 had approved the appointment of 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 for FY 2025-26. The same was approved by the shareholders at their Extraordinary General Meeting held on August 13, 2025.

In order to ensure continuity, regulatory compliance and seamless audit coverage under the RBI joint audit framework, the Board of Directors, based on the recommendation of the Audit Committee and after evaluating the experience, expertise, independence and performance of M/s. S. R. Batliboi & Co. LLP, has recommended their re-appointment as one of the Joint Statutory Auditors of the Company for a further period of two financial years, i.e. FY 2026-27 and FY 2027-28, thereby completing the prescribed tenure of three consecutive financial years including FY 2025-26. The recommendation was approved by the Audit Committee and the Board of Directors at their respective meetings held on May 4, 2026.

M/s. S. R. Batliboi & Co. LLP have confirmed their eligibility and compliance with the requirements prescribed under Sections 139, 141 and 142 of the Companies Act, 2013 and the RBI Guidelines and have also confirmed that they satisfy the applicable independence criteria.

M/s. S. R. Batliboi & Co. LLP is a reputed firm of Chartered Accountants having extensive experience in audit and assurance services across various sectors including financial services, housing finance and NBFCs.

The approval of the Members is accordingly being sought pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the RBI Guidelines for re-appointment of M/s. S. R. Batliboi & Co. LLP as one of the Joint Statutory Auditors of the Company for FY 2026-27 and FY 2027-28, to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in 2028, at such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors and the Joint Statutory Auditors based on the recommendation of the Audit Committee.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for 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 the proposed Resolution.

### **Brief profile of M/s. S.R. Batliboi & Co. LLP:**

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants is a well-established Chartered Accountants firm in India, 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 disclosures as required under SEBI Listing Regulations are provided below for Statutory Auditors:

### 1. Proposed fees payable to the Joint Statutory Auditors for FY 2026-27:

Such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors, based on the recommendation of the Audit Committee.

The proposed remuneration is commensurate with the scope of audit, size and scale of operations of the Company, industry benchmarks, experience and expertise of the Joint Statutory Auditors and the time and resources expected to be devoted by them.

Besides the statutory audit services, the Company may also obtain certifications and other permissible professional services from the Joint Statutory Auditors from time to time, for which they shall be remunerated separately on mutually agreed terms, in accordance with the applicable provisions of law.

### 2. Fee for subsequent year(s)

As may be determined by the Board of Directors based on the recommendation of the Audit Committee and in consultation with the Joint Statutory Auditors.

### 3. Term of Appointment

For a further period of two (2) financial years, i.e. FY 2026-27 and FY 2027-28, in continuation of the existing appointment for FY 2025-26, thereby completing a continuous tenure of three (3) financial years in accordance with the RBI Guidelines.

### 4. Material change in fee payable to the proposed Joint Statutory Auditors from that paid to the outgoing auditor along with rationale for such change

Not Applicable, since M/s. S. R. Batliboi & Co. LLP are proposed to be continued as one of the Joint Statutory Auditors of the Company for the balance tenure in accordance with the RBI Guidelines applicable to NBFCs and Housing Finance Companies.

### 5. Basis of recommendation for appointment including credentials of the proposed Joint Statutory Auditors

The Board of Directors, based on the recommendation of the Audit Committee, has considered the qualifications, experience, expertise, industry exposure, audit capabilities, independence, peer standing and regulatory knowledge of M/s. S. R. Batliboi & Co. LLP while recommending their continuation as one of the Joint Statutory Auditors of the Company.

M/s. S. R. Batliboi & Co. LLP is a reputed firm of Chartered Accountants having extensive experience in audit and assurance services across various sectors including financial services, housing finance and NBFCs.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

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

## Item No.: 4

### Appointment of N. L. Bhatia & Associates, Practicing Company Secretaries, (Firm Registration Number: P1996MH055800 and Peer Review certificate No: 6392/2025), as the Secretarial Auditors of the Company.

In accordance with the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Board of Directors (the "Board") of the Company at their meeting held on May 04, 2026, based on recommendation of the Audit Committee, approved the appointment of N.L. Bhatia & Associates, Practicing Company Secretaries, (Firm Registration Number: P1996MH055800 and Peer Review certificate No: 6392/2025) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from the financial year 2026-27 till financial year 2030-31, subject to approval of the Members of the Company.

N.L. Bhatia & Associates has given their consent to act as secretarial auditors and have also confirmed that -

Their appointment (if approved) would be within the prescribed limits specified by Institute of Company Secretaries of India ("ICSI");

They hold a valid peer review certificate issued by ICSI; and

They are not disqualified from being appointed as Secretarial Auditors.

### Brief Profile of N.L. Bhatia & Associates:

M/s. N.L. Bhatia & Associates, founded in 1996 by Mr. Navnit Lal Bhatia, is a reputed firm of Practising Company Secretaries with 31 years of firm experience and over 60 years of collective expertise among its partners. The firm has a diverse clientele across

several industries including financial services, manufacturing, IT, ecommerce, healthcare, and more. The firm has demonstrated in-depth experience in Secretarial Audit, Corporate Governance, Regulatory Compliance, and related areas, and has previously conducted Secretarial Audits for the Company. The firm has a dedicated team of professionals with strong expertise and proficiency in conducting the Secretarial Audits.

**The disclosures as required under SEBI Listing Regulations are provided below for Secretarial Auditors:**

**1. Proposed fees for conducting Secretarial Audit for FY 2026-27**

Such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, based on the recommendation of the Audit Committee.

The proposed fee is commensurate with the scope of work, experience, expertise, industry knowledge and time expected to be devoted by the Secretarial Auditors and is in line with prevailing industry standards.

**2. Fee for subsequent year(s):**

As may be determined by the Board of Directors based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditors.

**3. Term of Appointment:**

Five (5) consecutive years commencing from FY 2026-27 till FY 2030-31.

**4. Material change in fee payable to the proposed Secretarial Auditor from that paid to the outgoing auditor along with rationale for such change:**

The proposed revision in the fees payable to the Secretarial Auditor is primarily driven by the significant increase in the scope, complexity, and responsibility of secretarial audit functions following the listing of the Company's equity shares with an expanded regulatory framework.

**5. Basis of recommendation for appointment including credentials of the proposed Secretarial Auditors:**

The Board of Directors, based on the recommendation of the Audit Committee, has considered the qualifications, experience, expertise, industry exposure, peer standing and knowledge of corporate and regulatory laws of M/s. N. L. Bhatia & Associates while recommending their appointment as Secretarial Auditors of the Company.

M/s. N. L. Bhatia & Associates is a well-established firm of Practicing Company Secretaries with extensive experience in secretarial audit, corporate governance advisory,

regulatory compliances and allied matters across various sectors including financial services and NBFCs.

The Board of Directors accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

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

**Item No.: 5**

**To consider and approve issuance of Non-Convertible Debentures and / or other Debt Securities, in one or more tranches on private placement basis**

For the purpose of enhancing lending, to grow the asset book, for refinancing existing debt and other general purposes of the Company, it is proposed to raise funds by issue of securities namely, secured, Unsecured, Market Linked, redeemable Non-Convertible Debentures (NCDs), Subordinated Debentures, Bonds or any other Debt Securities on private placement basis.

As per the provision of the Section 42 and any other provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, a Company offering or making an invitation to subscribe to Secured / Unsecured / Redeemable / Non-Convertible Debentures (NCDs) on a private placement basis is required to obtain prior approval of the Members by way of Special Resolution. Such approval by a Special Resolution can be obtained once a year for all the offers and invitations for such NCDs to be made during the year, NCDs including subordinated debentures, bonds and / or other debt securities, etc., issued on a private placement basis constitute a significant source of borrowings for the Company and meet the ongoing funding requirements for the Company's business activities and refinancing of the existing debt obligations of the Company.

The Board of Directors at their Meeting held on May 04, 2026, has considered the possibility of the Company being required to make an offer or invitation, to subscribe to securities through private placement subject to the shareholders' approval at the ensuing Annual General Meeting.

It is therefore, proposed to obtain an enabling approval of shareholders to offer or invite subscription for NCDs including subordinated debentures, bonds, and/or other debt securities, etc. on private placement basis, at appropriate time in one or more tranches, within the overall borrowing limits of the Company as approved by the Members with the authority to the Board or authorized Committee or person(s) as authorized by the Board to determine the terms and conditions, including



the issue price of the NCDs, interest, repayment, security use of proceeds or otherwise, as it may deem expedient and to do all such acts, deeds, matters and things in connection therewith and incidental thereto and the Board in its absolute discretion deem fit. The Board would act on the basis of the enabling resolution without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of the Resolution. Accordingly, the approval of the Members is being sought by way of a Special Resolution under Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder as set out in Item No. 5 appended to this Notice.

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

The Board accordingly, recommends the Special Resolution set out at Item No. 5 of accompanying Notice for the approval of the Members.

#### **Item No.: 6**

#### **Payment of commission to Independent Directors and Chairman of the Board of Directors for a period of five years commencing from April 1, 2026.**

Section 197 of the Companies Act, 2013 ("Act") permits payment of remuneration to directors who are neither managing directors nor whole-time directors of a company by way of commission, subject to the limits prescribed therein and approval of the members.

Considering the increased responsibilities, active participation and time devoted by the Independent Directors and Chairman of the Board of Directors in the governance of the Company and its Committees, and in recognition of their contribution towards strengthening corporate governance practices, the Company believes that it is appropriate to remunerate the Independent Directors and Chairman of the Board of Directors by way of commission.

Accordingly, approval of the Members is being sought for payment of commission to the Independent Directors and Chairman of the Board of Directors of the Company, for a period of five years commencing from April 1, 2026 up to March 31, 2031, provided that the aggregate amount of such commission shall not exceed one (1) percent of the net profits of the Company computed in accordance with Section 198 of the Act in any financial year.

Within the overall limit approved by the Members, the Board of Directors shall determine the amount payable to each such Director from time to time, based on the recommendation of the Nomination and Remuneration Committee and considering various factors including participation in Board and Committee meetings and contribution towards the growth and governance of the Company.

The aforesaid proposal is being placed before the Members subject to consideration and recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors at their respective meetings scheduled to be held on June 17, 2026.

Pursuant to the Companies (Amendment) Act, 2020 read with applicable provisions of Schedule V of the Act, where in any financial year the Company has no profits or inadequate profits, remuneration may be paid to such Directors in accordance with the provisions of Schedule V of the Act.

The above commission shall be in addition to the sitting fees payable to the Independent Directors and Chairman of the Board of Directors for attending meetings of the Board and Committees thereof.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except the concerned Directors, may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice to the extent of the remuneration that may be received by them.

The Special Resolution set out at Item No. 6 of the accompanying Notice is placed before the Members for their consideration and approval.

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

**Puja Kirit Shah**

Membership No: A46987  
Company Secretary and  
Compliance Officer

Date: June 12, 2026

## Annexure to the AGM Notice

**Details of the Directors seeking re-appointment at the 16<sup>th</sup> Annual General Meeting in terms of paragraph 1.2.5 of the Secretarial Standard-2 on General Meetings, is given below:**

Full Name	Mr. Hemant Omprakash Mundra
DIN	08192978
Date of Birth	October 4, 1988
Age	37 years
Nationality	Indian
Date of first appointment on the Board	December 11, 2024
Designation/ Category of Directorship	Non-Executive, Non-Independent Director
Education Qualifications	B.Tech. in Chemical Engineering from the Indian Institute of Technology, Bombay (IIT-Bombay)  Postgraduate degree from the Indian Institute of Management, Ahmedabad (IIM-A), where he was a gold medalist  CFA Level 3 certified by the CFA Institute
Brief Profile and Experience	Hemant Omprakash Mundra is a Non-Executive Director of our Company. He holds a bachelor's degree in technology in chemical engineering from the Indian Institute of Technology, Bombay and a post-graduate diploma in management from the Indian Institute of Management, Ahmedabad, where he was a gold medallist. He has cleared level III of chartered financial analyst exam conducted by the CFA Institute, USA. He is currently associated with Warburg Pincus India Private Limited as managing director. He has approximately 12 years of experience in the private equity sector. Prior to joining our Company, he has also worked with various organisations such as Kedaara Capital Advisors LLP, Deloitte Consulting India Private Limited and Rothschild (India) Private Limited.
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
Terms and conditions of the appointment/ re-appointment	Not Applicable, being a Non-Executive Director
Remuneration sought to be paid and remuneration last drawn	Nil. No remuneration, sitting fees or commission is paid
Directorships of other Companies (as on 31.03.2026)	<ol style="list-style-type: none"> <li>1. Parksons Packaging Limited</li> <li>2. Terra One Packaging Private Limited</li> <li>3. Vistaar Financial Services Private Limited</li> <li>4. Avanse Financial Services Limited</li> <li>5. Warburg Pincus India Private Limited</li> <li>6. Fusion Finance Limited</li> </ol>



Full Name	Mr. Hemant Omprakash Mundra												
Membership/ Chairmanship of Committees of other Boards* (as on 31.03.2026)	<p><b><u>Vistaar Financial Services Private Limited</u></b></p> <table border="1"> <thead> <tr> <th style="background-color: #e0e0e0;">Committee</th> <th style="background-color: #e0e0e0;">Member/ Chairperson</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table> <p><b><u>Avanse Financial Services Limited</u></b></p> <table border="1"> <thead> <tr> <th style="background-color: #e0e0e0;">Committee</th> <th style="background-color: #e0e0e0;">Member/ Chairperson</th> </tr> </thead> <tbody> <tr> <td>Stakeholders' Relationship Committee</td> <td>Member</td> </tr> </tbody> </table> <p><b><u>Fusion Finance Limited</u></b></p> <table border="1"> <thead> <tr> <th style="background-color: #e0e0e0;">Committee</th> <th style="background-color: #e0e0e0;">Member/ Chairperson</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Committee	Member/ Chairperson	Audit Committee	Member	Committee	Member/ Chairperson	Stakeholders' Relationship Committee	Member	Committee	Member/ Chairperson	Audit Committee	Member
Committee	Member/ Chairperson												
Audit Committee	Member												
Committee	Member/ Chairperson												
Stakeholders' Relationship Committee	Member												
Committee	Member/ Chairperson												
Audit Committee	Member												
Shareholding in the Company (as on 31.03.2026)	NIL												
Number of Meetings of the Board attended during the year (FY 2025-26)	9 of 10 Meetings												

\*Includes only Audit Committee and Stakeholders Relationship Committee

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

Date: June 12, 2026  
Place: Mumbai

**Puja Kirit Shah**  
Membership No: A46987  
Company Secretary and  
Compliance Officer