

# Nishant Jawaša & Associates

## Company Secretaries

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A/103 New Ankur CHS Ltd, 32 Bhardawadi Lane, Off. J. P. Road, Andheri (W)  
Mumbai – 400058. Tel: 022-26781209/ 26771289, Email: [njawasa@yahoo.co.in](mailto:njawasa@yahoo.co.in)

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Sub: Application for “In-principle approval” prior to issue and allotment of 26,82,762 Equity Shares having a face value of Rs. 2/- each issued at an issue price of Rs. 74.55 per equity share and 80,48,289 convertible warrants into equivalent number of equity shares, issued at an issue price of Rs. 74.55 per warrant on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, Nishant Jawaša & Associates, Company Secretaries have verified the relevant records and documents of **TruCap Finance Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottee(s) is/ are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Zeal Global Opportunities Fund does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). **This clause is not applicable as the proposed allottee does not hold any share in the Company.**
- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company.”

- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 26,82,762 Equity Shares having a face value of Rs. 2/- each issued at an issue price of Rs. 74.55 per equity share and 80,48,289 convertible warrants into equivalent number of equity shares, issued at an issue price of Rs.74.55 per warrant is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. \_\_\_\_\_ is less than 5% of the post issue fully diluted share capital of the issuer.~~

**Date: 20<sup>th</sup> December 2022**  
**Place: Mumbai**  
**UDIN: F006557D002763674**

**For Nishant Jawasa & Associates**  
**Company Secretaries**

**Nishant Jawasa**  
**Proprietor**  
**M. No. FCS 6557**  
**COP No. 6993**