

MAYANK ARORA & Co.

COMPANY SECRETARIES

Annexure IV

To, The Chief General Manager Listing Operation, BSE Limited, 20 th Floor, P. J.Towers, Dalal Street, Mumbai – 400 001.	To, Manager - Listing Compliance National Stock Exchange of India Limited 'Exchange Plaza'. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.
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Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 89,88,764 Convertible Warrants on preferential basis to Non-Promoters under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We, Mayank Arora & Co, Practicing Company Secretaries, have verified the relevant records and documents of M/s. TruCap Finance Limited (formerly known as Dhanvarsha Finvest Limited) with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) The proposed allottee(s) ~~has/~~ have not 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) The proposed allottee(s), does not hold 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 proposed allottee have been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from May 28, 2024 till the date of lock-in. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:
Not Applicable.

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
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(*) client id/ folio no in case allottee hold the securities in physical form – Not applicable.

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 – **Not Applicable.**

- d) 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.
- e) 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 for the proposed preferential issue.
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 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. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.~~

**For M/s. Mayank Arora & Co.
Practicing Company Secretaries**

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by MAYANK
ARORA
Date:
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17:51:35 +05'30'

Mayank Arora

Partner

Mem No.: F10378

COP No: 13609

PR No.: 679/2020

UDIN: F010378F000512321

Date: 31/05/2024

Place: Mumbai