



May 24, 2024

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.  <b><u>Scrip Code: 540268</u></b>	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.  <b><u>Scrip Code: TRU</u></b>
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**Subject: Submission of Voting Results and Scrutinizer's Report of the Extra-Ordinary General Meeting of the Company held on Wednesday, May 22, 2024**

Dear Sir/Madam,

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, please find enclosed herewith the following documents with respect to the Extra-Ordinary General Meeting (“EGM”) of the Members of TruCap Finance Limited (“Company”) held on Wednesday, May 22, 2024 at 03:00 p.m. (IST) through Video conferencing/Other Audio Visual Means:

- Voting results of the EGM.
- Consolidated Scrutinizers' Report issued by M/s. Mayank Arora & Co., Practicing Company Secretaries (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India).

The voting results and Scrutinizers' Report are also available on the website of the Company at [www.trucapfinance.com](http://www.trucapfinance.com) and on the website of Central Depository Services (India) Limited.

We request you to kindly take the above information on record.

Thanking You.

Yours faithfully,  
For TruCap Finance Limited

Sonal Sharma  
Company Secretary & Compliance Officer  
Encl.: As above

**TruCap Finance Limited**  
**(Formerly known as Dhanvarsha Finvest Limited)**

# MAYANK ARORA & Co.

## COMPANY SECRETARIES

FORM NO. MGT-13

### SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of the Extra Ordinary General Meeting (EGM) of **TRUCAP FINANCE LIMITED (Formerly Dhanvarsha Finvest Limited)** held on Wednesday, May 22, 2024 at 03.00 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mayank Arora, Practicing Company Secretary, partner of M/s. Mayank Arora & Co., Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of **TruCap Finance Limited ("the Company")** for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") in a fair and transparent manner on the resolutions contained in the notice dated April 22, 2024 ("**Notice**") issued in accordance with the General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 09/2023 dated September 25, 2023 and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), calling the Extra-Ordinary General Meeting of its Equity Shareholders ("**the Meeting**" /"**EGM**") through VC / OAVM. The EGM was convened on Wednesday, May 22, 2024 at 03.00 P.M. IST through VC / OAVM. Further, based on suggestions received from Stock Exchanges, the Company has issued Corrigendum dated May 13, 2024. The Corrigendum forms an integral part of the Notice and the Notice shall always be read in conjunction with the Corrigendum.
2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") as amended. As a Scrutinizer, I have to scrutinize:
  - (i) process of e-voting remotely, before the EGM, using an electronic voting system on the dates referred to in the Notice calling the EGM ("**Remote e-Voting**"); and
  - (ii) process of e-voting at the EGM ("**e-Voting**").

### Management's Responsibility

3. The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) LODR relating to e-voting on the resolutions contained in the Notice calling the EGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

### Scrutinizer's Responsibility

4. My responsibility as Scrutinizer for e-voting process (i.e. remote e-Voting and e-Voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL") the Agency authorized under the Rules and engaged by the Company to provide e-Voting facility and attendant details / documents furnished to me electronically by the Company and/ or CDSL for my verification.

### Cut-off date

5. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Wednesday, May 15, 2024 were entitled to vote on the resolutions (Item nos. 1 & 2 as set out in the Notice calling the EGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

### 6. Remote e-Voting process: -

- i. The remote e-Voting period remained open from Sunday, May 19, 2024 (9.00 a.m. IST) till Tuesday, May 21, 2024 (5.00 p.m. IST).
- ii. The votes cast were unblocked on Wednesday, May 22, 2024 after the conclusion of the EGM and was witnessed by two witnesses, Ms. Nishita Gandhi and Ms. Jheel Parekh, who are not in the employment of the Company and/or CDSL. They have signed below in confirmation of the same.



Nishita Gandhi



Jheel Parekh

- iii. Thereafter, the details containing, inter-alia, the list of equity shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-Voting website of CDSL. Based on the report generated by CDSL and relied upon by me, data regarding the remote e-Voting was scrutinized.

### 7. E-voting process at the EGM:-

- i. After the time fixed for closing of the e-Voting by the Chairperson, the electronic system recording the e-votes was locked under my instructions.

- ii. The e-Voting system was scrutinized and the e-votes were reconciled with the records maintained by the Company / CDSL and the authorizations lodged with the Company/ CDSL.
  - iii. The e-votes cast were unblocked on Wednesday, May 22, 2024, after the conclusion of the EGM.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-Voting and e-Voting, based on the reports generated by CDSL, scrutinized and relied upon by me as under:-

**SPECIAL BUSINESS:**

**RESOLUTION NO 1: (AS A SPECIAL RESOLUTION)**

**To issue Convertible Warrants on preferential basis to non-promoter.**

**(I) Voted in favour of the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	64	5,89,72,976	100
Voting at EGM	0	0	0
<b>Total</b>	<b>64</b>	<b>5,89,72,976</b>	<b>100</b>

**(II) Voted against the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting at EGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Voting at EGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed with requisite majority.

## RESOLUTION NO 2: (AS A SPECIAL RESOLUTION)

### Amendment to the Object Clause of the Memorandum of Association of the Company

**(I) Voted in favour of the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	64	5,89,72,976	100
Voting at EGM	0	0	0
<b>Total</b>	<b>64</b>	<b>5,89,72,976</b>	<b>100</b>

**(II) Voted against the resolution:**

	Number of members voted	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting at EGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

**(III) Invalid Votes:**

	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Remote E-voting	0	0
Voting at EGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result:** Resolution passed with requisite majority.

9. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to Ms. Sonal Sharma, Company Secretary & Compliance Officer of the Company, for preserving safely after the Chairperson considers, approves and signs the minutes of the EGM.
10. The consolidated result of the votes cast (by Remote e-Voting and e-Voting at EGM) is provided as **Annexure 1** to this report.

Thanking You,  
Yours faithfully,

**For Mayank Arora & Co,  
Company Secretaries**

**MAYA** Digitally signed  
by MAYANK  
ARORA  
**NK** Date:  
2024.05.24  
**ARORA** 11:20:47  
+05'30'

**Mayank Arora**  
**Partner**  
**COP No.: 13609**  
**Mem No.: 10378**  
**UDIN: F010378F000437521**  
**Date: 24/05/2024**  
**Place: Mumbai**

**For TruCap Finance Limited**

**Sonal** Digitally signed  
by Sonal Sharma  
**Sharma** Date: 2024.05.24  
11:45:47 +05'30'

**Sonal Sharma**  
**Company Secretary and Compliance Officer**

Note:

1. Members casted vote from two different Folios are considered as one, for the purpose of counting of "number of members voted"

Annexure - 1

Consolidated result of voting (by remote e-Voting and e-Voting at EGM) for resolution numbers 1 & 2 of the Notice of the Extra-Ordinary General Meeting of "TruCap Finance Limited" held on Wednesday, May 22, 2024 at 03.00 P.M. (IST):-

Resol uti on No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote e- voting	e- Votin g at EGM	Total	Remote e- voting	e- Voti ng at EGM	Total	%	Rem ote E- voti ng	e- Voting at EGM	Tot al	%
1.	5,89,72,976	0	5,89,72,976	5,89,72,976	0	5,89,72,976	100	0	0	0	0
2.	5,89,72,976	0	5,89,72,976	5,89,72,976	0	5,89,72,976	100	0	0	0	0

For Mayank Arora & Co.,  
Company Secretaries

**MAYANK**  
**ARORA**  
Digitally signed  
by MAYANK  
ARORA  
Date: 2024.05.24  
11:21:26 +05'30'

Mayank Arora  
Partner  
COP No.: 13609  
Mem No.: 10378  
UDIN: F010378F000437521  
Date: 24/05/2024  
Place: Mumbai

For TruCap Finance Limited

**Sonal**  
**Sharma**  
Digitally signed by  
Sonal Sharma  
Date: 2024.05.24  
11:46:25 +05'30'

Sonal Sharma  
Company Secretary and Compliance Officer



**TRUCAP FINANCE LIMITED**  
**VOTING RESULTS RESOLUTION - 1**

Date of the AGM/ EGM	May 22, 2024
Total number of shareholders on record date	17866
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter Group:	0
Public:	0
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter Group:	3
Public:	60
<b>Agenda-wise disclosure (to be disclosed separately for each agenda item)</b>	

**Resolution No.1: To issue Convertible Warrants on preferential basis to non-promoter.**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled (7)=[(4)/(2)]*100	% of Votes against on votes polled (8)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	55386767	55386767	100	55386767	0	0	100	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>55386767</b>	<b>55386767</b>	<b>100</b>	<b>55386767</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public Institutions</b>	E-Voting	6980275	0	0	0	0	0	0	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>6980275</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	54532329	3586209	6.58	3586209	0	0	100	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>54532329</b>	<b>3586209</b>	<b>6.58</b>	<b>3586209</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>116899371</b>	<b>58972976</b>	<b>50.45</b>	<b>58972976</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>

**TRUCAP FINANCE LIMITED**

**VOTING RESULTS RESOLUTION - 2**

Date of the AGM/ EGM	May 22, 2024
Total number of shareholders on record date	17866
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoter and Promoter Group:	0
Public:	0
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoter and Promoter Group:	3
Public:	60
<b>Agenda-wise disclosure (to be disclosed separately for each agenda item)</b>	

**Resolution No.2: Amendment to the object clause of the Memorandum of Association of the Company.**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1 )]*100	No. of votes -in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6 )	% of Votes in favour on votes polled (7)=[(4)/(2 )]*100	% of Votes against on votes polled (8)=[(5)/(2 )]*100
<b>Promoter and Promoter Group</b>	E-Voting	55386767	55386767	100	55386767	0	0	100	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>55386767</b>	<b>55386767</b>	<b>100</b>	<b>55386767</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public Institutions</b>	E-Voting	6980275	0	0	0	0	0	0	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>6980275</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public – Non Institutions</b>	E-Voting	54532329	3586209	6.58	3586209	0	0	100	0
	Venue_Vote	0	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	<b>Total</b>	<b>54532329</b>	<b>3586209</b>	<b>6.58</b>	<b>3586209</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>		<b>116899371</b>	<b>58972976</b>	<b>50.45</b>	<b>58972976</b>	<b>0</b>	<b>0</b>	<b>100</b>	<b>0</b>