



April 11, 2025

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip code: 540268	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Scrip code: TRU
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Subject: Submission of Voting Results and Scrutinizer's Report in respect of the Postal Ballot through E-voting process under Regulation(s) 30, 44 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation(s) 30, 44 and 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), based on the report dated April 11, 2025 issued by M/s. Mayank Arora & Co., Practicing Company Secretaries, the scrutinizer for the postal ballot and e-voting, we wish to inform that the Shareholders of the Company have, through e-voting process, approved the below matter(s) as specified in the postal ballot notice of the Company dated March 07, 2025 ("Notice"):

Sr. No	Particulars	Type of Resolution
1.	Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern Basis'.	Approved as Special Resolution
2.	Re-pricing of the Employee Stock Options granted to the employee(s) of the Company under Dhanvarsha ESOP Plan 2018.	Approved as Special Resolution

In this regard, pursuant to Regulation 44 of the Listing Regulations and Section(s) 108 and 110 of the Act read with applicable Rules, please find enclosed herewith the following:

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

Further, pursuant to the provisions of Section(s) 108 and 110 of the Act, read with applicable Rules made thereunder, the date of passing the resolution(s) shall be deemed to be Thursday, April 10, 2025, viz. last date for e-voting in the Notice.

The voting results and Scrutinizers' Report are also hosted on the website of the Company at 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)

TRUCAP FINANCE LIMITED								
Voting Results for Postal Ballot								
Details of E-voting as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the following resolution(s):								
Date of the Postal Ballot					April 10, 2025			
Total number of shareholders on record date					29456			
1. Special Resolution: Transfer of Gold Loan business of the Company by way of Slump Sale as 'Going concern basis'.								
Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,18,00,220	4,15,20,220	99.3301	4,15,20,220	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (A)	4,18,00,220	4,15,20,220	99.3301	4,15,20,220	0	100.0000	0.0000
Public Institutions	E-Voting	87,90,729	83,07,008	94.4974	83,07,008	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (B)	87,90,729	83,07,008	94.4974	83,07,008	0	100.0000	0.0000
Public - Non Institutions	E-Voting	6,63,08,422	2,07,30,371	31.2636	1,51,19,634	56,10,737	72.9347	27.0653
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (C)	6,63,08,422	2,07,30,371	31.2636	1,51,19,634	56,10,737	72.9347	27.0653
Total (A+B+C)		11,68,99,371	7,05,57,599	60.3576	6,49,46,862	56,10,737	92.0480	7.9520

2. Special Resolution: Re-pricing of the Employee Stock Options granted to the Employees of the Company under 'Dhanvarsha ESOP Plan 2018'								
Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,18,00,220	4,15,20,220	99.3301	4,15,20,220	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (A)	4,18,00,220	4,15,20,220	99.3301	4,15,20,220	0	100.0000	0.0000
Public Institutions	E-Voting	87,90,729	83,07,008	94.4974	42,73,000	40,34,008	51.4385	48.5615
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (B)	87,90,729	83,07,008	94.4974	42,73,000	40,34,008	51.4385	48.5615
Public - Non Institutions	E-Voting	6,63,08,422	1,97,69,126	29.8139	1,41,51,432	56,17,694	71.5835	28.4165
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total (C)	6,63,08,422	1,97,69,126	29.8139	1,41,51,432	56,17,694	71.5835	28.4165
Total (A+B+C)		11,68,99,371	6,95,96,354	59.5353	5,99,44,652	96,51,702	86.1319	13.8681

MAYANK ARORA & Co.

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Report of the Scrutinizer on Postal Ballot

[Pursuant to Section(s) 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Company (Management and Administration) Rules, 2014, as amended]

To,
The Board of Directors
TruCap Finance Limited,
3rd Floor, A Wing, D.J. House,
Old Nagardas Road, Andheri (East),
Mumbai - 400 069

Dear Sir,

1. We, M/s. Mayank Arora & Co., Practicing Company Secretaries, has been appointed as Scrutinizer by the Board of Directors ("the Board") of TruCap Finance Limited (herein referred as "the Company") on 7th March, 2025 for scrutinizing the Postal Ballot voting including E-Voting process for seeking approval of the shareholders by way of Special Resolution for following items:
 - i. Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern' Basis;
 - ii. Re-pricing of the Employee Stock Options granted to the employees of the Company under 'Dhanvarsha ESOP Plan 2018'
2. The said appointment as a Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") as amended.
3. On 10th March, 2025, the Company have sent the Postal Ballot Notice, only through email to its all eligible Members through CDSL, as per Section 108 & 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for seeking the consent of the members by way of Special Resolutions for the business set out in the Notice dated 7th March, 2025, to be transacted by postal ballot which includes voting by electronic means.
4. A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the shareholders was published in Financial Express (English Newspaper) having nationwide circulation on 11th March, 2025 and in Mumbai Lakshadeep (Marathi Newspaper) Newspaper circulating in Mumbai on 11th March, 2025.

5. The Company had offered e-voting facility to all its Shareholders, which enabled the Members to cast votes electronically instead of physically submitting duly filled in Postal Ballot Form. The instructions on e-voting were provided in the Notice.
6. The Company was having 29456 Shareholders as on 7th March, 2025 i.e. the cut-off date, as set out in the Notice to ascertaining the Shareholders entitled to vote on resolution(s) as set out in the Notice and their voting rights were in proportion to their share in the paid up capital of the Company as of the cut-off date.

E-Voting

7. The Company had provided e-Voting facility through CDSL portal on www.evotingindia.com. Under Electronic Voting Sequence Number (EVSN) 250307003. The e-Voting commenced from 12th March, 2025 at 9.00 a.m. and closed on 10th April, 2025 at 5.00 p.m. The votes cast were unblocked on Thursday, 10th April, 2025 post 05:00 p.m. i.e. completion of e-Voting period, in the presence of two witnesses, **Ms. Nishita Gandhi** and **Mr. Vatsal Patel** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Ms. Nishita Gandhi



Mr. Vatsal Patel

Thereafter, the details containing inter-alia, list of Shareholders, who voted “for”, “against” each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited. (CDSL). i.e. www.evotingindia.com.

8. The result of the scrutiny is as under:

Special Resolution 1:

Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern' Basis

E-Voting Result:-

Particulars	E-Voting			Invalid	Total Valid		
	Nos	Votes	%		Nos	Votes	%
Assent	129	6,49,46,862	92.05	0	129	6,49,46,862	92.05
Dissent	18	56,10,737	7.95	0	18	56,10,737	7.95
Total	147	7,05,57,599	100	0	147	7,05,57,599	100

Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution passed by the members for transfer of Gold Loan Business of the Company by way of Slump Sale shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly based on the report generated from the e-voting portal of CDSL (summary tabulated below), we hereby submit that the votes casted by public shareholders in favour of resolution no. 1 exceeds the votes casted by public shareholders against the said resolution.

Votes cast by Public Shareholders

Particulars	No. of Public shareholders Voted	No. of Votes cast	% of total number of valid votes cast by public
In Favor	125	23,426,642	80.68
Against	18	5,610,737	19.32
Invalid	0	0	0.00
Total	143	29,037,379	100.00

Result: Resolution stands passed with requisite majority.

Special Resolution 2:

Re-pricing of the Employee Stock Options granted to the Employees of the Company under 'Dhanvarsha ESOP Plan 2018'

E-Voting Result:-

Particulars	E-Voting			Invalid	Total Valid		
	Nos	Votes	%		Nos	Votes	%
Assent	123	5,99,44,652	86.13	0	123	5,99,44,652	86.13
Dissent	22	96,51,702	13.87	0	22	96,51,702	13.87
Total	145	6,95,96,354	100	0	145	6,95,96,354	100

Result: Resolution stands passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting will be handed over to Ms. Sonal Sharma (Company Secretary and Compliance Officer), of the Company for safe keeping.

Thanking You,
Yours faithfully,

For Mayank Arora & Co.,
Company Secretaries

Mayank Arora

Mayank Arora
Partner
Membership No.: F10378
COP No.: 13609
PR No.: 5923/2024



For TruCap Finance Limited

S. Sharma

Sonal Sharma
Company Secretary and Compliance Officer



UDIN: F010378G000086806
Date: 11/04/2025
Place: Mumbai

Note: Members casted votes from two different folios are considered as one, for the purpose of counting of number of members voted.