

TRUCAP FINANCE LIMITED

(Formerly Dhanvarsha Finvest Limited)

CIN: L64920MH1994PLC334457

Registered Office: 3rd Floor, A Wing, D. J. House, Old Nagardas Road,
Andheri (East), Mumbai – 400 069.

Website: www.trucapfinance.com

NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the **30th Annual General Meeting (“AGM”)** of the Members of **TruCap Finance Limited** (formerly Dhanvarsha Finvest Limited) (“**Company**”) will be held on **Thursday, September 26, 2024, at 03.00 p.m.** (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Members at a common venue, to transact the businesses mentioned below:

Ordinary Business:

- To consider and adopt:
 - the audited standalone financial statements of the Company for the financial year ended March 31, 2024, together with the report(s) of the Board of Directors and Statutory Auditors thereon; and
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, together with Statutory Auditors' Report thereon.
- To declare a final dividend of ₹ 0.01/- per equity share, for the financial year ended March 31, 2024.
- To appoint a director in place of Mr. Rajiv Kapoor (DIN: 08204049), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Rajiv Kapoor (DIN: 08204049), who retires by rotation at this Thirtieth Annual General Meeting of the Company, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

- To appoint Statutory Auditors and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs), issued by the Reserve Bank of India and other applicable laws, on recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Khandelwal Kakani & Company, Chartered Accountants (Firm Registration No. 001311C with Institute of Chartered Accountants of India), be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s. Bansal Bansal & Co., Chartered Accountants (Firm Registration No. 100986W with Institute of Chartered Accountants of India), the retiring statutory auditors, to hold the office from the conclusion of the 30th Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company, on such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on recommendation of the Audit Committee of the Board and in consultation with the M/s. Khandelwal Kakani & Company, Chartered Accountants.”

Special Business:

- To approve issuance of non-convertible debentures and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, 71, 179 and 180 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s)

thereof, for the time being in force) (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time, read with Master Circular for Issue and Listing of Non-Convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper issued by SEBI on May 22, 2024, as amended and other applicable regulations as may be amended from time to time to the extent applicable, and extant RBI guidelines, and subject to the relevant provisions of the Memorandum of Association and Articles of Association of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make offer or invite to subscribe and to issue and allot Non-Convertible Debentures (“NCDs”) including but not limited to Secured/Unsecured/Listed/Unlisted/Rated/Unrated/Non-Convertible/ Market Linked/ Subordinate Debt/ Perpetual Debentures/Fixed Maturity Debentures at such face value as permissible under the relevant regulations, up to ₹ 400 Crores (Rupees Four Hundred Crores only), in one or more series/tranches, during a period of one year commencing from the date of this annual general meeting, on a private placement basis, to such eligible investors including but not limited to companies, bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds, foreign companies and foreign portfolio institution(s) and individuals, as the case may be or to such other person/ persons as the Board may from time to time determine and consider proper, and shall be redeemable at par, premium or discount as may be approved by the Board for each series or tranche, and on such terms and conditions as the Board may determine and consider proper and more beneficial to the Company for each series including, without limitation, as to when the said NCDs are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or its duly constituted committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose including but not limited to execution of all necessary and required agreements, documents, instruments, writings and papers, and settle all difficulties, doubts and questions that may arise in regard to implementation of the aforesaid resolution, without being required to seek any further consent or approval of the members of the Company and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For TruCap Finance Limited
(Formerly Dhanvarsha Finvest Limited)**

**Sd/-
Sonal Sharma
Company Secretary & Compliance Officer**

August 26, 2024

Mumbai

Regd. Office:

3rd Floor, A Wing, D. J. House, Old Nagardas Road,

Andheri (East), Mumbai – 400 069.

Email: corpsec@trucapfinance.com

Website: www.trucapfinance.com

Notes:

1. 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"**), the companies are permitted to hold the general meeting(s) of the members of the Company through Video Conferencing/Other Audio Visual Means (**"VC/OAVM"**), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and applicable rules made thereunder (**"Act"**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**) and the MCA Circulars, the Annual General Meeting (**"AGM"**) of the Company is being held through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company situated at 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069.
2. Pursuant to the aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote on behalf of the Members is not available for this AGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to the notice of the AGM (**"Notice"**). Further, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Notice will be sent electronically to all the Members of the Company who have registered their email addresses with the Company or Depository Participants (**"DPs"**) or with the Company's Registrar and Share Transfer Agent, i.e., MCS Share Transfer Agent Limited (**"RTA"**) and the physical copies of the Notice will not be sent.
4. In accordance with the MCA Circulars and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/DDHS/P/CIR/2023/0164 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by SEBI on May 13, 2022, January 05, 2023, October 06, 2023 and October 07, 2023 respectively (hereinafter referred to as **"SEBI Circulars"**), the financial statements (including Board's Report, Auditors' Report and other documents forming the part of this Annual Report) are being sent only through electronic mode to those shareholders and debenture holders whose email addresses are registered with the RTA or DPs, and whose names appear in the register of members and debenture holders as on Friday, August 23, 2024.
5. The explanatory statement pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted as mentioned in the Notice, is annexed hereto.
6. To support the 'Green Initiative', Members who have not registered their email addresses so far, are requested to register their email addresses with their DPs in case the shares are held by them in dematerialized form and with RTA, in case the shares are held by them in physical form, for receiving all communication(s) including report(s), notices, circulars, etc. from the Company electronically. Alternatively, Members holding shares in physical form are requested to send their email addresses and mobile numbers to the Company's email address i.e., corpsec@trucapfinance.com. The process for registration of email addresses for obtaining Annual Report and User ID/Password for e-voting is annexed to this Notice.
7. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs with whom they are maintaining their demat accounts in case the shares are held by them in dematerialised form and to the RTA in case the shares are held by them in physical form.
8. Relevant documents referred in the Notice and explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.
9. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM of the Company.
10. In case of joint holders attending the AGM only such joint holder who is higher in the order of names, will be entitled to vote.
11. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books will remain closed from Friday, September 20, 2024, to Thursday, September 26, 2024 (both days inclusive) for the purpose of AGM and payment of final dividend to the Members of the Company. Dividend for the financial year 2023-24 has been recommended by the Board of Directors to the Members of the Company for their approval. If approved by the Members of the Company, payment will be paid within 30 days from the date of the AGM. For the Members who are unable to receive dividend directly in their bank accounts, the Company shall dispatch dividend warrants to them.
12. The Finance Act, 2020 has abolished the Dividend Distribution Tax (DDT) and has introduced the system of dividend taxation in the hands of the Members with effect from April 01, 2020. Accordingly, the Company would be required

to deduct Tax at Source ('TDS') in respect of payment of dividend, if declared, to its Members (resident as well as non-resident).

13. Members are hereby informed that there is no unpaid dividend of earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Sections 124 and 125 of the Act.
14. As per Regulation 36(3) of the Listing Regulations and Secretarial Standards (SS)-2 issued by the Institute of Company Secretaries of India, details in respect of a director seeking re-appointment at the AGM are annexed as Annexure - I to this Notice.
15. After the AGM, the recorded transcript of the AGM shall also be uploaded on the website of the Company i.e., www.trucapfinance.com.
16. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in dematerialised mode. Further, SEBI vide its circular dated January 25, 2022, has clarified that listed companies, with immediate effect, shall issue the securities only in dematerialised mode while processing investor service requests pertaining to issuance of duplicate securities certificate, endorsement, exchange/sub-division/splitting/consolidation of securities certificates etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 for the above-mentioned service requests. Further, to eliminate all risks associated with physical shares, the Members holding equity shares in physical form are requested to consider converting their holdings to dematerialised mode.
17. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-voting agency i.e., Central Depository Services (India) Limited ("**CDSL**").
18. Only those Members, whose names appear in Register of Members/List of beneficial owners as on Thursday, September 19, 2024 ("**Cut-off Date**") shall be entitled to vote (through remote e-voting and during AGM) on the resolutions set forth in the Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
19. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as on the Cut-off Date, may obtain the login ID and password by sending a request through e-mail to RTA mentioning their demat account number/folio number, PAN, name and registered address.
20. The Board of Directors has appointed M/s. U. Hegde & Associates, Practicing Company Secretaries (ACS 22133 holding Certificate of Practice No. 11161 with the Institute of Company Secretaries of India) ("**Scrutinizer**"), to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.
21. The Scrutinizer will make a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid votes, if any, and submit the same to the Chairperson/Executive Director of the Company or in his absence, to any other Director or the Company Secretary or any other officer of the Company authorized by the Board of Directors of the Company, who shall countersign the same. Based on the Scrutinizer's report, the result will be declared by the Chairperson/Executive Director or in his absence, by the Company Secretary within 2 (Two) working days from the date of AGM at the registered office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Thursday, September 26, 2024.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the MCA Circulars. The forthcoming AGM will thus be held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business(es) to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members, on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel,

the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors, etc., who are allowed to attend the AGM without restriction on account of first come first serve basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for the AGM. However, in pursuance of Section(s) 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with MCA Circulars, the Notice has been uploaded on the website of the Company, i.e., www.trucapfinance.com. The Notice can also be accessed from the website of the Stock Exchange(s), i.e., BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of CDSL i.e., www.evotingindia.com (agency for providing the remote e-voting facility and e-voting system during the AGM), i.e., www.evotingindia.com.
7. Members who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request in writing at least 5 (Five) days prior to the AGM, mentioning their name, demat account number / folio number, email id, mobile number at corpsec@trucapfinance.com. The Members who do not wish to speak during the AGM but have queries may send their queries in writing 5 (Five) days prior to the AGM, mentioning their name, demat account number / folio number, email id, mobile number at corpsec@trucapfinance.com. These queries will be replied by the Company suitably by e-mail.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on Monday, September 23, 2024, at 09.00 a.m. (IST) and ends on Wednesday, September 25, 2024, at 05.00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., Thursday, September 19, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the AGM would not be entitled to vote at the AGM.
- (iii) The procedure for attending the AGM & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- (iv) The link for VC / OAVM to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (v) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (vi) Shareholders are encouraged to join the AGM through laptops / tablets for better experience.
- (vii) Further shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the AGM.
- (viii) Please note that participants connecting from mobile devices or tablets or through laptop connecting through mobile hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.
- (ix) Only those Members, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (x) If any votes are cast by the Members through e-voting available during the AGM and if the same Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.
- (xi) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (“**ESPs**”) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.





In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL / National Securities Depository Limited (“NSDL”) e-voting system in case of individual shareholders holding shares in dematerialized mode.

- (xii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in dematerialized mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to the aforesaid SEBI Circular, Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website i.e., www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in dematerialized mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders (holding securities in dematerialized mode) login through their Depository Participants (DPs)	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website(s).

Helpdesk for Individual Shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in dematerialized mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in dematerialized mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in dematerialized mode.

(xiii) Login method for e-voting for physical shareholders and shareholders other than individual holding in dematerialized form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Shareholders holding shares in physical form should enter folio number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in dematerialized form.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field.

- (xiv) After entering these details appropriately, click on "SUBMIT" tab.
- (xv) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in dematerialized form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xvi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (xvii) Click on the EVSN for "TruCap Finance Limited".
- (xviii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xx) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xxi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xxii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xxiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- (xxiv) There is also an optional provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to the Scrutinizer for verification.
- (xxv) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non-individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at umashankar.hegde@gmail.com or to the Company at the email address i.e., corpsec@trucapfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Members holding shares in physical mode - please provide necessary details like Folio No., name of Member, mobile no., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of duly masked Aadhaar Card with last four digits visible) by e-mail to the Company at corpsec@trucapfinance.com or to the RTA at subodh.mcssta@gmail.com.
2. For Members holding shares in dematerialized mode - Please update the e-mail id & mobile no. with the respective DP.
3. For individual shareholders holding shares in dematerialized mode – Please update the email id & mobile no. with the respective DP which is mandatory while e-voting & joining virtual meeting through Depository.

If the Members have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

In terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended and in compliance with the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated April 27, 2021 read with Frequently Asked Questions dated June 11, 2021 on Appointment of statutory auditors for Banks and NBFCs issued by the Reserve Bank of India ("Guidelines"), the present Statutory Auditors of the Company, M/s. Bansal Bansal & Co. Chartered Accountants (Firm Registration No. 100986W with Institute of Chartered Accountants of India), were appointed for a period of three consecutive years and will hold office until the conclusion of this Thirtieth Annual General Meeting of the Company. Accordingly, the Company is now required to appoint another statutory auditor for a period of three consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty-Third Annual General Meeting of the Company.

The Board of Directors vide circular resolution dated August 26, 2024, on recommendation of the Audit Committee, has considered and recommended for approval of Members of the Company, the appointment of M/s. Khandelwal Kakani & Company, Chartered Accountants, (Firm Registration No. 001311C with the Institute of Chartered Accountants of India), as the Statutory Auditors of the Company at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and M/s. Khandelwal Kakani & Company, Chartered Accountants. M/s. Khandelwal Kakani & Company, Chartered Accountants, shall hold office for a term of three consecutive years commencing from the conclusion of the Thirtieth Annual General Meeting till the conclusion of Thirty-Third Annual General Meeting of the Company.

M/s. Khandelwal Kakani & Company, Chartered Accountants, have given consent to their appointment and confirmed that they are eligible in terms of the aforesaid Guidelines and that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Before recommending appointment of M/s. Khandelwal Kakani & Company, Chartered Accountants as Statutory Auditors of the Company, the Audit Committee has duly assessed the capability and eligibility of the proposed Statutory Auditor based on various parameters including operating business segments, market standing, audit experience and peer review certification, technical knowledge, etc., along with eligibility under the provisions specified in the Act, Guidelines and the Policy on appointment of Statutory Auditors of the Company and has found M/s. Khandelwal Kakani & Company, Chartered Accountants, to be best suited to handle the audit of financial statements of the Company and eligible to be appointed as the Statutory Auditors of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 4 to the Notice for the approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

Item No. 5

The Members of the Company, at the Annual General Meeting held on September 28, 2018, passed a special resolution(s) authorizing the Board of Directors of the Company to borrow, from time to time, a sum not exceeding ₹ 2,000 Crores (Rupees Two Thousand Crores only), on such terms and conditions as it may deem fit under Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder, as amended ("**Act**") and to create charge on the Company's moveable and immoveable properties under Section 180(1)(a) of the Act to secure such borrowings.

Further, in order to meet the funding requirements of the Company, the Board of Directors, on recommendation of the Audit Committee, had at their meeting held on February 13, 2024, approved the matter of enhancement in limits of issuance of subordinated or unsubordinated, listed or unlisted, senior secured, senior unsecured, unsecured, rated or unrated Non-Convertible Debentures (including market linked debentures) by way of private placement or public issuance ("**NCDs**"), from the then existing ₹ 250 Crores approved by the Board at its meeting held on August 13, 2021, up to an overall limit of ₹ 400 Crores, in one or more tranches.

The provision of Section 42 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, states that a company shall not make an offer or invitation to subscribe to securities through private placement unless the proposal has been previously approved by the shareholders of the company by a special resolution. However, the first proviso to the Rule 14(1), states that the provisions of Rule 14(1) shall not apply in case of offer or invitation for non-convertible debentures, where the proposed amount to be raised through such offer or invitation does not exceed the limit as specified in Section 180(1)(c) of the Act and in such cases relevant board resolution under Section 179(3)(c) shall be adequate. Further, the second proviso to the Rule 14(1) states that in case of offer or invitation for non-convertible

debentures, where the proposed amount to be raised through such offer or invitation exceeds the limit as specified in Section 180(1)(c) of the Act, then it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year.

In this regard, although the revised limit of NCD issuance up to ₹ 400 Crores is within the overall limits approved by the Shareholders of the Company under Section 180(1)(c) of the Act, and the Company is not required to obtain further approval of the Shareholders in terms of Section 42 of the Act, however, as a good corporate governance practice, the Board seeks approval of the Shareholders by way of a Special Resolution to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more series/tranches to eligible persons, during the period of one year from the date of passing of the resolution at Item No. 5, within the overall issuance limits as approved by the Board of Directors of the Company from time to time, subject to overall borrowing limits approved by the Shareholders under section 180(1)(c) of the Act.

The Board recommends the Special Resolution as set out at Item No. 5 to the Notice for the approval by the Shareholders.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the Notice.

**By Order of the Board of Directors
For TruCap Finance Limited
(Formerly Dhanvarsha Finvest Limited)**

**Sd/-
Sonal Sharma
Company Secretary & Compliance Officer**

August 26, 2024

Mumbai

Regd. Office:

3rd Floor, A Wing, D.J. House,
Old Nagardas Road, Andheri (East),
Mumbai – 400 069
Email: corpsec@trucapfinance.com
Website: www.trucapfinance.com

Annexure - I

Information required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS)-2 with respect to Re-Appointment of Director:

Name of Director	Mr. Rajiv Kapoor
Category	Non-Executive Non-Independent Director
Date of Birth and Age	June 11, 1954 Age – 70 years
Nationality	Singapore Citizen
DIN	08204049
Date of first appointment on the Board	February 03, 2020
Expertise in specific functional areas	Rich international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory.
Qualifications	B. Tech from IIT Delhi PGDBM from IIM Calcutta
Last drawn remuneration (including sitting fees and commission)	₹ 10,38,087/-
Terms and Conditions for re-appointment	Non-Executive Non-Independent Director, liable to retire by rotation.
Remuneration proposed to be paid	The Director is entitled to receive sitting fees and commission as paid to other Non-Executive Non- Independent Directors of the Company.
Directorship held in other companies (excluding foreign companies) as on August 26, 2024	- DFL Technologies Private Limited
*Membership/Chairmanship of Committees of other public companies as on August 26, 2024 (only Statutory Committees as required to be constituted under the Act are considered)	Nil
Shareholdings (%) of Non-Executive Director in the Company including shareholding as a beneficial owner	0.08
Relationship with other Directors/Manager/ Key Managerial Personnel	None
The number of Meetings of the Board attended during the F.Y. 2023-24	4
Brief Profile	Mr. Kapoor holds a Post Graduate Diploma in Management from the Indian Institute of Management Calcutta, and a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, New Delhi. He has over 38 years of international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory. His last corporate role was as Senior Vice President, Marketing and Cross Border for Asia Pacific at Visa Inc. Prior to that he worked at Proctor & Gamble, Nestle, PepsiCo, across multiple geographies including India, Switzerland, Australia, Singapore, United Kingdom, with oversight for international markets in Asia Pacific, Middle East, Eastern Europe, Russia and Africa. He is currently an Advisor and Board Member in fintech, health tech and market research & data analytics companies.
Resignation during the last 3 years from listed companies	Nil

Further, the director proposed to be appointed is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.