

MAYANK ARORA & Co.

COMPANY SECRETARIES

June 02, 2025

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

Scrip Code: 540268

Sub: Application for “In-principle approval” for issue and allotment of 11,56,80,000 (Eleven Crores Fifty Six Lakhs Eighty Thousand only) Equity Shares and 9,37,00,000 (Nine Crores Thirty Seven Lakhs) convertible warrants (“Warrants”) to be issued on preferential basis by TruCap Finance Limited (“the Company”) under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

Dear Sir/Madam,

We, M/s. Mayank Arora & Co., Practicing Company Secretaries, (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) have verified the relevant records and documents of M/s. 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:

- 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.
- Marwadi Chandarana Intermediaries Brokers Private Limited does not hold any equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment.
- 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. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Marwadi Chandarana Intermediaries Brokers Private Limited	IN30097412589317	NIL	NA	NA	NA	NA

(*) client id/ folio no in case allottee hold the securities in physical form

- 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. 2025 - 2026 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 - 2025 is less than 5% of the post issue fully diluted share capital of the issuer.~~

Thanking you,

Yours faithfully,
For Mayank Arora & Co.,
Practicing Company Secretaries

Mayank Arora
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Digitally signed
by Mayank Arora
Date: 2025.06.02
19:42:03 +05'30'

Mayank Arora
Partner
Membership No.: F10378
COP No. : 13609
PR No. : 5923/2024
UDIN: F010378G000529041

Place: Mumbai