



June 25, 2025

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <u>Scrip Code: 540268</u>	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <u>Scrip Code: TRU</u>
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Subject: Summary of proceedings of the Extra-Ordinary General Meeting held on Wednesday, June 25, 2025

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") read with Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD/CIR/P/2023/120 dated July 11, 2023, enclosed herewith is a summary of the proceedings of the Extra-Ordinary General Meeting ("**EGM**") of the Members of the Company held on Wednesday, June 25, 2025 at 03.00 P.M. (IST) through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") in accordance with General Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 09/2024 dated September 19, 2024, and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**").

Please note that the combined results of the remote e-voting and voting at the EGM and the Scrutinizer's Report will be submitted separately.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For TruCap Finance Limited

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

TruCap Finance Limited

Regd. Off. 4th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069
Tel. 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | **CIN:** L64920MH1994PLC334457

Summary of Proceedings of the Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting (“EGM”) of members of the Company was held on Wednesday, June 25, 2025, 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. The Company, while conducting the EGM, adhered to the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”). The proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the EGM.

At the beginning, Ms. Sonal Sharma, Company Secretary & Compliance Officer of the Company, introduced the members of the Board and other invitee(s) present at the EGM. Mr. Rajiv Kapoor, Non - Executive Non - Independent Director, Chairperson of Stakeholders Relationship Committee and member of Audit Committee, Ms. Abha Kapoor, Independent Director and Chairperson of Nomination and Remuneration Committee, Mr. Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer, Ms. Rushina Mehta, Non-Executive Non Independent Director, Mr. Lalit Chendvankar, Chief Compliance Officer & Legal Head and Mr. Mayank Arora, Practicing Company Secretary, acting as a scrutinizer joined the meeting through VC/OAVM.

Further, Ms. Sonal Sharma informed the members that the EGM is being held through VC in accordance with the circulars issued by the MCA. She briefly informed the members regarding the process and regulatory aspects pertaining to participation at the EGM through VC/OAVM.

With permission of the members attending, Mr. Rajiv Kapoor, Non - Executive Non - Independent Director was elected as the Chairperson of the Meeting.

After ascertaining that the requisite quorum was present through VC/OAVM, Mr. Rajiv Kapoor, Chairperson of the EGM, commenced the proceedings of the EGM and welcomed the members and other attendees for the EGM.

The members were further informed that as required by the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has provided remote e-voting facility through Central Depository Services (India) Limited (“CDSL”) to enable the members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, June 18, 2025 to cast their vote on the resolution(s) set out in the notice of the EGM dated May 26, 2025 (“Notice”) as per the timelines mentioned in the Notice. The remote e-voting period commenced on Sunday, June 22, 2025 (9.00 A.M. IST) and ended on Tuesday, June 24, 2025 (5:00 P.M. IST). The remote e-voting module was disabled by CDSL for voting thereafter.

The Chairperson further apprised that the members who attended the EGM through VC/OAVM facility but had not cast their votes through remote e-voting facility will be given an opportunity to cast their votes through e-voting system during the EGM. Accordingly, the e-voting window shall remain open for another 15 minutes after the conclusion of the EGM and requested the members who have not already cast their vote through remote e-voting, to vote through e-voting system within the said time.

The Chairperson further informed the members that the Board has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries, as the Scrutinizer to report on the combined voting results of remote e-voting and the e-voting at the EGM for the item(s) mentioned in the Notice.

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He further informed the members that as the resolution(s) set out in Notice have already been put to vote through e-voting, the resolution(s) need not be proposed or seconded by the members at the EGM.

Thereafter, the Chairperson declared that since the Notice has been sent through electronic mode to eligible members, the Notice was taken as read. He further informed the members that the relevant documents as specified in the Notice were available electronically for inspection.

The members were further apprised that the based on suggestions/recommendation from the concerned stock exchanges, the Company has issued Corrigendum(s) dated June 20, 2025 and June 24, 2025 to the Notice of the EGM for the Agenda Item No.(s) 5 and 6 covering revisions and clarifications in relation to:

- Enhanced disclosure on the utilisation of proceeds of the issue, including detailed information regarding each object of the issue and clarification on the permissible deviation of $\pm 10\%$ in allocation among such objects, in accordance with NSE Circular No. NSE/CML/2022/56 and BSE Circular No. 20221213-47, both dated December 13, 2022;
- Calculation of emerging share capital as per Regulation 7 of the SEBI (SAST) Regulations, 2011;
- Revised footnote to Annexure I (shareholding pattern);
- Clarified post-issue shareholding computation methodology in point no. 20 of the explanatory statement;
- Disclosure of updated valuation report(s) and denominations;
- Inclusion of open offer acquisition details where applicable.

The Corrigendum(s) forms an integral part of the Notice of the EGM and the Notice to the EGM shall always be read in conjunction with the Corrigendum(s).

The following item(s) of special businesses as specified in the Notice were transacted:

S. No.	Particulars
1.	To approve the increase in authorized share capital and consequential alteration to the Capital Clause of the Memorandum of Association
2.	Cancellation and termination of DFL ESOP Scheme 2021
3.	Cancellation and termination of TruCap Employee Retention Plan
4.	Availing Loan up to Rs. 20 crores from NM Family Investment Trust
5.	To approve the issuance of equity shares on preferential basis
6.	To approve the issuance of convertible warrants on preferential basis

Thereafter, the Chairperson invited the members who had registered themselves as speakers to ask questions or express their views. The members who had registered as speakers expressed their views and the questions asked by them were suitably answered.

The Chairperson informed the members that on receipt of the Scrutinizer's Report, the e-voting results along with consolidated Scrutinizer's Report shall be informed to the stock exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited within 2 (two) working days of the conclusion of EGM and also be placed on the website of the Company i.e. www.trucapfinance.com and CDSL. It was also informed that the recorded transcript will also be made available on the Company's website in due course of time.

The Chairperson, thereafter, thanked all the members for their participation, constructive suggestions and comments and prayed for their good health and safety.

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The EGM commenced at 03.00 P.M. (IST) and concluded at 03.31 P.M. (IST) (including the time allowed for e-voting).



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