



January 10, 2023

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001.

Scrip Code: 540268

Subject: Certificate under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Dear Sir/Madam,

Please find enclosed herewith certificate under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, issued by M/s. Mayank Arora & Co., Practicing Company Secretaries, Mumbai, for the quarter ended December 31, 2022.

Kindly take the same on your record and oblige.

Thanking You,

Yours faithfully,  
For TruCap Finance Limited

Sonal Sharma  
Company Secretary and Compliance Officer  
Encl.: as above

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

Regd. Off : 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069  
Tel : 1800 210 2100 | contact@dhanvarsha.co | www.dhanvarsha.co | CIN : L24231MH1994PLC334457

# MAYANK ARORA & Co.

## COMPANY SECRETARIES

To,  
The Board of Directors  
TruCap Finance Limited (Formerly known as Dhanvarsha Finvest Limited)  
3<sup>rd</sup> Floor, A – Wing D.J. House,  
Old Nagardas Road,  
Andheri (East), Mumbai – 400 069.

### CERTIFICATE

I have examined the Register of Members, beneficiary details furnished by the Depositories and records/documents being maintained by **TRUCAP FINANCE LIMITED (Formerly known as Dhanvarsha Finvest Limited)** (herein referred as “the Company”) and **MCS Share Transfer Agent Limited**, its Registrar and Share Transfer Agent for issuing this certificate, as per Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the Reconciliation of Share Capital Audit Report annexed herewith for the quarter ended **31<sup>st</sup> December, 2022**.

For **Mayank Arora & Co.**  
**Company Secretaries**  
(ICSI Unique Code S2014MH267200)



**Mayank Arora**  
(Proprietor)  
C.P. No.: 13609  
M. No.: F10378  
PR No. 679/2020  
UDIN: F010378D002919108  
Encl: As Above

**Date: 09/01/2023**  
**Place: Mumbai**

**RECONCILIATION OF SHARE CAPITAL AUDIT REPORT**

1.	For Quarter Ended	<b>31<sup>st</sup> December, 2022</b>				
2.	ISIN	INE615R01029				
3.	Face Value	Rs. 2/- each				
4.	Name of the Company	TruCap Finance Limited (Formerly known as Dhanvarsha Finvest Limited)				
5.	Registered Office of the Company	3 <sup>rd</sup> Floor, A – Wing D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069				
6.	Correspondence Address	As Above				
7.	Telephone & Fax No.	022-6845 7200				
8.	Email Address	<a href="mailto:corpsec@trucapfinance.com">corpsec@trucapfinance.com</a>				
9.	Name of the Stock Exchange where the Company's securities are listed	BSE Limited				
		<b>Number of Shares</b>			<b>% of total Issued Capital</b>	
10.	Issued Capital	11,62,14,716			100.00	
11.	Listed Capital (Exchange wise) (as per Company records)	11,62,14,716			100.00	
12.	Held in Dematerialized form in NSDL	5,09,69,563			43.86	
13.	Held in Dematerialized form in CDSL	6,39,97,153			55.07	
14.	Physical	12,48,000			1.07	
15.	<b>Total No. of Shares (12+13+14)</b>	<b>11,62,14,716</b>			<b>100.00</b>	
16.	Reasons for difference, if any between (10&11), (10&15), (11&15)	Not Applicable				
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:					
<b>Particulars***</b>	<b>No. of Shares</b>	<b>Applied/ Not Applied for Listing</b>	<b>Listed on Stock Exchange (specify Names)</b>	<b>Whether intimated to CDSL</b>	<b>Whether intimated to NSDL</b>	<b>In-principal Approval pending from SE (specify Names)</b>
Allotment of equity shares upon conversion of Compulsorily Convertible Debentures (CCDs)	74,39,087	Applied	BSE Limited	Yes	Yes	No
Allotment of equity shares	6,03,253	Applied	BSE Limited	Yes	Yes	No

under ESOP Plan - 2018					
<p><i>Note: The Company has allotted 2,00,000 equity shares having face value of Rs. 2/- per share under Dhanwarsha ESOP Plan - 2018 vide resolution passed by circulation on September 30, 2022 and the Listing and Trading approval was received from BSE Limited on October 10, 2022 and the same was also intimated to NSDL and CDSL.</i></p>					
<p>*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, Any other (to specify).</p>					
18.	Register of Members is updated	Yes			
	If not updated up to which date	Not Applicable			
19.	Reference of previous quarter with regards to excess dematerialized shares if any	NIL			
20.	Has the Company resolved the matter in point No. 19 above in the current quarter? If not reason why?	Not Applicable			
21.	Mention the total no. of requests if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: None				
<b>Total No. of demat request</b>		<b>No. of Requests</b>	<b>No. of Shares</b>	<b>Reasons for Delay</b>	
Confirmed after 21 days		NIL	NIL	NIL	
Pending for more than 21 days		NIL	NIL	NIL	
22.	Name, Telephone & Fax No. of Compliance Officer of the Company	<p><b>*Ms. Sonal Sharma</b>  Company Secretary &amp; Compliance Officer  Email id: <a href="mailto:corpsec@trucapfinance.com">corpsec@trucapfinance.com</a>  Phone No.: - 022 - 6845 7200</p> <p>*Mr. Lalit Chendvankar, Company Secretary &amp; Compliance Officer of the Company resigned w.e.f close of business hours of October 13, 2022. He will continue as the Chief Compliance Officer and Legal Head and be designated as the Key Managerial Personnel of the Company pursuant to the provisions of section 203 of the Companies Act, 2013.</p> <p>Ms. Sonal Sharma was appointed as Company Secretary &amp; Compliance Officer and designated as the Key Managerial Personnel of the Company with effect from October 14, 2022.</p>			

23.	Name, Address, Tel & Reg. No. of the Auditor	<p><b>Mayank Arora</b>  Proprietor  <b>C.P. No. : 13609</b>  <b>M No. F10378</b>  M/s. Mayank Arora &amp; Co  Company Secretaries  <b>Address:</b> Office No. 101, 1<sup>st</sup> Floor, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400 063  <b>Email id :</b> <a href="mailto:cs@mayankarora.co.in">cs@mayankarora.co.in</a></p>
24	Appointment of common agency for share registry work If yes, name & address :	<p><b>MCS Share Transfer Agent Limited</b>  Office No.3B3, 3<sup>rd</sup> Floor "B" Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri East Mumbai - 400 072  Tel: 022 - 2847 6021/6022 / 46049717  Fax: 022-2851 6021  Email: <a href="mailto:subodh@mcsregistrars.com">subodh@mcsregistrars.com</a></p>
25.	Any other details that the PCS may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)	<p>During the quarter ended December 31, 2022, the following has resulted in change in the issued share capital of the Company:</p> <ul style="list-style-type: none"> <li>- Allotment of 74,39,087 equity shares having face value of Rs. 2/- per share at a premium of Rs. 78/- per share upon conversion of Compulsorily Convertible Debentures (CCDs) vide resolution passed on October 13, 2022.</li> <li>- Allotment of 6,03,253 equity shares having face value of Rs. 2/- per share under Dhanvarsha ESOP Plan - 2018 vide resolution on December 19, 2022.</li> </ul> <p>Further, the Board of Directors of the Company has at its meeting held on December 19, 2022, subject to approval of shareholders, statutory and regulatory authorities including approval from Hon'ble National Company Law Tribunal, approved the Scheme of Arrangement ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, for demerger of retail MSME lending business of Exclusive Leasing and Finance Private Limited ("the Demerged Company/EZ Capital") along with the assets and liabilities of the retail MSME lending business along with the net-worth pertaining to the Demerged Undertaking (the Demerged Business/Demerger Undertaking) into</p>

		<p>TruCap Finance Limited (“Company/Resulting Company”).</p> <p>Further, the Board of Directors of the Company has at its meeting held on December 19, 2022, subject to approval of shareholders also approved raising of funds amounting to Rs. 1,04,99,99,852/- by issuance of the below securities to Zeal Global Opportunities Fund, a Category 1 Foreign Portfolio Investor registered with Securities and Exchange Board of India (“Zeal”), in non-promoter category on preferential basis:</p> <ul style="list-style-type: none"><li>- 26,82,762 equity shares having face value of Rs. 2/- each, issued at an issue price of Rs. 74.55/- per share (inclusive of premium of Rs. 72.55/- per share) aggregating to Rs. 19,99,99,907/-;</li><li>- 80,48,289 convertible warrants at an issue price of Rs. 74.55/- per warrant aggregating to Rs. 59,99,99,945/- which shall be convertible into equivalent number of equity shares of the Company at a conversion price of Rs. 74.55/- per equity share within a period of 18 months from the date of allotment of convertible warrants; and</li><li>- 2,500 Secured, Unlisted, Unrated, Redeemable Non-Convertible Debentures having face value of Rs. 1,00,000/- each (“NCDs”).</li></ul>
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For Mayank Arora & Co.  
Company Secretaries  
(ICSI Unique Code S2014MH267200)



Mayank Arora  
(Proprietor)  
C.P. No.: 13609  
M. No.: F10378  
PR No. 679/2020  
UDIN: F010378D002919108

Date: 09/01/2023  
Place: Mumbai