



January 10, 2024

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

Dear Sir/Madam,

Please find enclosed herewith certificate pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, issued by M/s. Mayank Arora & Co. Company Secretaries, for the quarter ended December 31, 2023.

Kindly take the same on your record and oblige.

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)

Regd. Off. : 3rd 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 : L24231MH1994PLC334457

MAYANK ARORA & Co.

COMPANY SECRETARIES

To,
The Board of Directors
TruCap Finance Limited
(Formerly known as Dhanvarsha Finvest Limited)
3rd 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, as amended.

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 **31st December, 2023**.

For Mayank Arora & Co.
Company Secretaries
(ICSI Unique Code P2023MH094900)

MAYANK
ARORA

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MAYANK ARORA
Date: 2024.01.09
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Mayank Arora
(Partner)

C.P. No.: 13609

M. No.: F10378

PR No. 679/2020

UDIN: F010378E003165343

Date: 09/01/2024

Place: Mumbai

Encl.: As Above

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1.	For Quarter Ended	31st December, 2023				
2.	ISIN	INE615R01029				
3.	Face Value	Rs. 2/- each				
4.	Name of the Company	TruCap Finance Limited				
5.	Registered Office of the Company	3 rd 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	corpsec@trucapfinance.com				
9.	Name of the Stock Exchange where the Company's securities are listed	BSE Limited & National Stock Exchange of India Limited				
		Number of Shares		% of total Issued Capital		
10.	Issued Capital	11,68,99,371		100.00		
11.	Listed Capital (Exchange wise) (as per Company records)	11,68,99,371		100.00		
12.	Held in Dematerialized form in NSDL	5,71,44,160		48.88%		
13.	Held in Dematerialized form in CDSL	5,85,15,211		50.06%		
14.	Physical	12,40,000		1.06%		
15.	Total No. of Shares (12+13+14)	11,68,99,371		100.00		
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:					
Particulars***	No. of Shares	Applied/ Not Applied for Listing	Listed on Stock Exchange (specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal Approval pending from SE (specify Names)
Allotment of Equity Shares pursuant to ESOP Plan - 2018	6,00,000	Applied	BSE Limited and National Stock Exchange of India Limited	Yes	Yes	NA
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).						
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		
Total No. of demat request		No. of Requests	No. of Shares
Confirmed after 21 days		NIL	NIL
Pending for more than 21 days		NIL	NIL
22.	Name, Telephone & Fax No. of Compliance Officer of the Company	Ms. Sonal Sharma Company Secretary & Compliance Officer Email id: corpsec@trucapfinance.com Phone No.: - 022 - 6845 7200	
23.	Name, Address, Tel & Reg. No. of the Auditor	Mayank Arora C.P. No.: 13609 M No. F10378 M/s. Mayank Arora & Co Company Secretaries Address: Office No. 101, 1 st Floor, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400 063 Email id.: cs@mayankarora.co.in Contact No.: +91 9324254455	
24	Appointment of common agency for share registry work If yes, name & address:	Yes MCS Share Transfer Agent Limited Office No. 3B3, 3 rd Floor "B" Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri (East), Mumbai - 400 072. Tel: 022 - 2851 6021/6022 / 46049717 Fax: 022-2851 6021 Email: subodh.mcssta@gmail.com	
25.	Any other details that the PCS may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)	1. Allotment of 6,00,000 equity shares having face value of Rs. 2/- per share under Dhanvarsha ESOP Plan - 2018 vide circular resolution passed on October 09, 2023. Further, the Company received the listing and trading approval from BSE Limited and National Stock Exchange of India Limited on October 13, 2023. 2. The Company had allotted 27,74,706 Convertible Warrants at an issue price of Rs. 132/- per warrant, convertible into equity shares (1 warrant equal to 1 equity share of face value of Rs. 2/- each) to the non-promoter allottees on May 9, 2022. Since, the warrant holders did not exercise the conversion option within 18 months from the date of allotment, as per the provisions of Regulation 169(3) of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the entitlement of the conversion has lapsed, and upfront consideration amount received by the Company towards the aforesaid warrants have been forfeited.	

		3. The shareholders of the Company at its Extra Ordinary General Meeting held on December 08, 2023, approved the preferential issue of convertible securities, however, the Company is awaiting approval from BSE Limited and National Stock Exchange of India Limited for the proposed preferential issue.
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For Mayank Arora & Co.
Company Secretaries
(ICSI Unique Code P2023MH094900)

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Mayank Arora
(Partner)

C.P. No.: 13609

M. No.: F10378

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UDIN: F010378E003165343

Date: 09/01/2024

Place: Mumbai