



TRANSCRIPT OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMEBERS OF TRUCAP FINANCE LIMITED HELD ON WEDNESDAY, MAY 22, 2024 AT 3:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”)

Ms. Sonal Sharma

Good afternoon to all the Directors, Shareholders and Invitee(s). I, Sonal Sharma, Company Secretary and Compliance Officer, welcome you to this Extra Ordinary General Meeting (EGM) of the Shareholders of the Company being held through Video Conferencing as permitted by the Ministry of Corporate Affairs.

Today we have with us Mr. Rakesh Sethi, Independent Director and Chairperson of the Board, Mr. Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer, Mr. Krishipal Raghuvanshi, Independent Director and Chairperson of Audit Committee and Member of Stakeholders Relationship Committee, Ms. Abha Kapoor, Independent Director and Chairperson of Nomination & Remuneration Committee, Ms. Geetu Gidwani Verma, Independent Director, Mrs. Rushina Mehta, Non-Executive Non-Independent Director, Mr. Sanjay Kukreja, Chief Financial Officer, Mr. Lalit Chendvankar, Chief Compliance Officer & Legal Head and Mr. Mayank Arora, Practicing Company Secretary, acting as a scrutinizer.

May I now request the Moderator to officially confirm the number of shareholders attending this meeting.

Moderator

It's 59

Ms. Sonal Sharma

Ok. Thank you.

In accordance with the provisions of the Companies Act, 2013, circulars issued by the Ministry of Corporate Affairs, the Shareholders have been provided the facility to join the meeting through video conferencing and for e-voting being provided by CDSL.

Before we commence, I would like to take you through certain points regarding participation in this meeting:-

- The facility of joining this EGM through Video Conferencing is being made available to all the Shareholders on “first come, first serve” basis.
- All the Shareholders joining this meeting are by default placed on mute mode to avoid any background noise disturbance and to ensure smooth and seamless conduct of the meeting.

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

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During the question / answer session, the names of registered speaker shareholders will be announced, who will thereafter be unmuted by the host and will be allowed to express their views / ask questions only on the items mentioned in the Notice of this EGM. Each speaker will be given 3 minutes and I request each speaker to kindly adhere to this time limit to ensure effectiveness of the meeting and to provide equal opportunity to other speaker shareholders as well.

- The speaker shareholders are requested to click the audio and video button while speaking. If the shareholder is unable to join through video mode due to any reason, the shareholder is advised to switch off the camera / video and speak through audio mode.
- If there is a connectivity problem at speaker shareholder's end, we will ask the next speaker to speak and continue with his/her questions. Once connectivity improves, the previous speaker shareholder will be given an opportunity to speak.
- During the meeting, if Shareholders faces any technical issue, he/she may call the helpline number of CDSL as mentioned in the Notice of this EGM.
- Speaker Shareholders are requested to minimize any background noises to avoid any disturbance. While speaking, we would request the speaker to use the ear-phones so that he/she is clearly audible.
- Speaker Shareholders are requested to be loud and clear while speaking, so as to enable us to note the questions correctly.

I would like to further inform that based on the suggestions/recommendation from the concerned stock exchanges, the Company has issued Corrigendum dated May 13, 2024 to the Notice of the EGM and the same has been sent to the Shareholders on May 14, 2024. The Corrigendum 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.

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Mr. Rakesh Sethi, Independent Director and Chairperson of the Board to take the Chair, as the Chairperson of the Meeting.

Thank you.

I now handover the proceedings to our chairperson.

Over to you Sir.

Mr. Rakesh Sethi

Thank you, Ma'am. Good afternoon, Ladies & Gentlemen.

I extend a warm welcome to all the Shareholders, Directors and the invitees to this Extra Ordinary General Meeting of TruCap Finance Limited.

Since this EGM is being held electronically, physical attendance of the Shareholders has been dispensed with and the requirement of appointing proxy is not applicable.

Please note that as required by the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended, e-voting facility was provided by CDSL e-voting platform to enable Shareholders holding shares either in physical form or in dematerialized form, as on the cut-off date being May 15, 2024 to cast their vote during the period commencing from May 19, 2024 (9.00 a.m.)(IST) to May 21, 2024 (5.00 p.m.)(IST) and during the course of the EGM on all the resolutions as set out in the Notice of the EGM. The remote e-voting was closed on May 21, 2024 (5.00 p.m.)(IST) and those Shareholders who have not casted their votes through remote e-voting and are participating in this meeting, the e-voting facility will remain open for 15 minutes after the meeting, to enable these Shareholders to cast their vote.

The Board has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries, as Scrutinizer for conducting the process of remote e-voting and e-voting during the EGM in accordance with the provisions of the Companies Act, rules and the MCA Circulars in a fair and transparent manner. The General Instructions for remote e-voting and e-voting during the EGM are circulated to the Shareholders along with the Notice.

As the requisite quorum is present, I hereby call the meeting to order.

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We wish to bring to your attention that with reference to the Agenda Item No. 1 and Explanatory Statement pertaining to said matter, Raj Ratan Commodities Private Limited (PAN: AAECR0122P), one of the proposed allottee(s), becomes ineligible to subscribe to the proposed issue of convertible warrants in terms of Regulation 159(1) of Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and hence its name is being removed from the name of the proposed allottee(s). Accordingly, since the revised list of the proposed allottee now only includes Krest Confin Private Limited, the issue size now shall be up to 55,74,912 convertible warrants having face value of ₹ 2/- each at an issue price of ₹ 71.75/- per warrant aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Thirty Six Only). The Company has issued the Corrigendum dated May 13, 2024 to the Notice of the EGM in this regard. The Corrigendum forms an integral part of the Notice, and the Notice shall always be read in conjunction with the Corrigendum.

Since the Notice has already been circulated to all the Shareholders, I take the Notice as read.

The following items of business, as per the Notice of the EGM dated April 22, 2024 and amendments carried out therein through the Corrigendum dated May 13, 2024, are proposed for approval at this meeting:

S No.	Particulars
Special Business	
1.	To issue 55,74,912 Convertible Warrants having face value of Rs.2/- each at an issue price of Rs.71.75/- per Warrant at an amount aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Thirty Six Only) on preferential basis to non-promoter.
2.	To consider and approve amendment in the object clause of Memorandum of Association of the Company for incorporating clauses with respect to undertaking corporate agency business.

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Since this EGM is held through video-conferencing, the resolutions mentioned in the Notice have already been put to vote through remote e-voting and as the facility of voting is also available at the EGM, the process for proposing or seconding of the resolutions is not applicable.

The Shareholders have participated in the e-voting facility provided for transacting the above business mentioned in the Notice and subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed today i.e. May 22, 2024.

I now invite the Shareholders to express their views and make their observations on the items mentioned in the Notice and related matters. Mr. Rohanjeet Singh Juneja, MD & CEO, to respond to the Shareholders' queries.

Ms. Sonal Sharma

Back to you Sonal.
Thank you so much Sir.

We now open the floor for any questions/views from the Shareholders present at the Meeting.

To conclude the Meeting in good time, I request each speaker to be brief, limit the speech to 3 (three) minutes and to avoid repetition. Once all the speaker Shareholders have asked their questions/expressed their views one-by-one after I shall call out their names, the same will be answered.

The first speaker is Mr. Bimal Kumar Agarwal.

Mr. Bimal Kumar Agarwal
Ms. Sonal Sharma
Mr. Bimal Kumar Agarwal

Hello, can you hear me?
Yes Sir.
Thank you, for giving me an opportunity to speak. I am supporting the resolution.
(Spoke in Hindi language and we have translated the same in English language, however the audio was not clear and hence not able to understand the exact language).

Ms. Sonal Sharma

Thank You Sir.
The second speaker is Mr. Anil Parekh.

Host

Not available

Ms. Sonal Sharma
Ms. Satish Shah

The third speaker is Mr. Satish Shah.
Thank you, I am supporting both the resolutions.
(Spoke in Hindi language and we have translated the same in English language).

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Ms. Sonal Sharma

Thank You Sir
The Forth speaker is Ms. Lekha Shah.

Ms. Lekha Shah

Respected Chairman sir, Board of Directors and my fellow members, good afternoon to all of you. Myself Lekha Shah from Mumbai. I acknowledge the timely receipt of Notice which was sent well in time by our Company Secretary Sonal Ma'am.

I thank our Company Secretary team specially Mansi Ma'am, Ruchi Ma'am for their best performance and always outstanding support for all my doubts. Once again thank you so much Mansi Ma'am. Chairman sir, I pray to god that he always showers his blessings upon you. Sir, I hope the Company will continue video-conference meeting in future. So I strongly and whole-heartedly support the special resolutions for today's meeting and my best wishes to our Company for its prosperity. I want to wish all the best to our MD & CEO, Rohan ji. I sincerely thank you for your outstanding leadership and dedication to our company. Your commitment and vision have significantly contributed to our continued success and growth. May god always shower his abundant blessings upon you. I wish you all the very best for your upcoming project. Thank you so much sir.

Ms. Sonal Sharma
Mr. Rohanjeet Singh Juneja
Ms. Sonal Sharma
Host

Thank you so much Ma'am.
Thank you, Ma'am. Appreciate your kind words.
The fifth speaker is Ms. Prakashini Shenoy.
Not available

Ms. Sonal Sharma
Mr. Rakesh Sethi

Ok. Since all the questions have been taken up. I now hand over the proceedings to the Chairperson. Over to you sir.
Thank you once again.

I would like to thank the Shareholders for their questions. In case any of the questions remained unanswered, or the Shareholders were unable to speak due to any issue during the Meeting, the Shareholders may please communicate their questions to the Company through e-mail at corpsec@trucapfinance.com which shall be answered suitably.

I would now like to conclude this meeting. The e-voting process will continue for the next 15 minutes and will be disabled thereafter.

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The result of the voting will be announced within two working days and the same shall be intimated to the stock exchanges and shall also be uploaded on the website of the Company and CDSL.

I would like to express my sincere appreciation to our Shareholders for your continued faith, trust, encouragement and support.

With your consent, on behalf of all other Board Members I wish all Shareholders and their families a very healthy and safe future and conclude this meeting.

Thank you.

Ms. Sonal Sharma

Thank you so much sir. We conclude the meeting.



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